

San Di Properties Co., Ltd.

Handbook for the 2023

Annual Shareholders' Meeting

Date: June 13, 2023

Table of Contents

	Page
1. Meeting Agenda	2
2. Matters to Report	3-6
3. Matters to be Recognized	7
4. Extempore Motion	7
5. Adjournment.....	7

Attachments

1. 2022 Business Report	8-9
2. 2022 Audit Committee's Review Report	10
3. Amendment to the Rules of Procedure for Board of Directors Meeting.....	11-12
4. 2022 Independent Auditor's Report and Consolidated Financial Statements	13-20
5. 2022 Profit Distribution Table	21

Appendices

1. Rules and Procedures of Board of Directors Meeting before Amendment.....	22-27
2. Articles of Incorporation	28-36
3. Rules of Procedure for Shareholder Meetings.....	37-50
4. Current Shareholding of Directors	51
5. Other matters	52

San Di Properties Co., Ltd.
(Former Name: Yu Foong International Corporation)

Procedure for the 2023 Annual Shareholders' Meeting

- 1. Method of Convening:** Physical Shareholders
- 2. Meeting Date:** June 13, 2023 (Tuesday), at 10:30 a.m.
- 3. Meeting Place:** No. 118, Jinding Rd., Sanmin Dist., Kaohsiung City, Taiwan
(Jin Shi Hu Hotel, the 3rd Floor, Conference Hall)
- 4. Call the Meeting to Order** (Report the number of shareholders present)
- 5. Chairman Remarks**
- 6. Matters to Report**
 1. 2022 Business Report
 2. Audit Committee's Review Report on the 2022 Financial Statements
 3. 2022 Distribution of Employee Bonus and Directors Remuneration
 4. Amendment to the Rules and Procedures of Board of Directors Meeting
 5. Report of the Status of Conducting Private Placement of Equity-Type Securities in 2022 and the Effectiveness of the Fundraising Efforts
- 7. Matters to be Recognized**
 1. Adoption of the 2022 Business Report and Financial Statements
 2. Adoption of the Proposal for Distribution of 2022 Profits
- 8. Extempore Motion**
- 9. Adjournment**

Matters to Report

Report No. 1

2022 Business Report.

Explanation:

The 2022 Business Report and the 2023 Business Outlook are attached as pp. 8-9 (Attachment 1).

Report No. 2

Audit Committee's Review Report on the 2022 Financial Statements

Explanation:

The 2022 Audit Committee's Review Report is attached as p. 10 (Attachment 2).

Report No. 3

2022 Distribution of Employee Bonus and Directors Remuneration

Explanation:

1. The Company's 2022 profit (net profit before tax not included in employee bonus and director remuneration) was NT\$388,049,937. According to the provisions of Article 32 of the Company's Articles of Incorporation, the appropriation of profit for director remuneration should not be higher than 3%, and the appropriation of profit for employee remuneration no less than 1%.
2. The Company plans to distribute 1.0011% of the 2022 director remuneration (NT\$3,884,680) in comprehensive consideration of shareholders' interests, and with reference to the industry standard and the overall economic environment; 1.0011% of the employee bonus is expected to be appropriated, total NT\$3,884,680. The above-mentioned remuneration shall be paid in cash. There was no difference between the paid amount and the estimated amount of 2022 recognized expenses.

Report No. 4

Report of Amendment to the Rules and Procedures of Board of Directors Meeting

Explanation:

1. In order to comply with the revision of current applicable laws and regulations, the Company has revised some articles of the "Rules and Procedures of Board of Directors Meeting".
2. The Comparative Table of Some Current and Amended Rules and Procedures of Board of Directors Meeting is attached as pp. 11-12 (Attachment 3).

Report No. 5

Report of the Status of Conducting Private Placement of Equity-Type Securities in 2022 and the Effectiveness of the Fundraising Efforts

Explanation:

On June 21, 2022, the General Meeting of Shareholders adopted the resolution to issue common shares through a private offering, and on December 2, 2022 the Board of Directors meeting has adopted to issue 20,000,000 common shares at NT\$ 26.50 per share through a private offering. All applicants meet the relevant requirements of Article 43-6 of the Securities and Exchange Act, and NT\$ 530,000,000 has been raised on December 12, 2022, and the use of funds as of 2023 Q1 is summarized as follows:

- (1) Use of funds:
 - A. Accumulated expenditure amount: NT\$ 347,507,331;
 - B. Cumulative actual implementation progress: 65.57%;
 - C. Explanation of use: Enrich working capital and invest funds to build projects under construction.
- (2) Plan implementation progress:

The implementation progress of the Company's fundraising of private placement of equity-type securities is disclosed on the Market Observation Post System (MOPS) (website: <http://mops.twse.com.tw/mops/web/index>), please click on (MOPS-Investment Section /Private Funding Zone/Private Funding data query)
- (3) Effectiveness of the Fundraising Efforts: The privately-raised funds are used to enrich working capital and invest in construction and reconstruction projects, which are consistent with the original use of privately-raised funds to enrich the Company's working capital and expand business, and to strengthen the Company's operations and enhance its overall competitiveness.

2022 First Private Placement of Equity-Type Securities

Item	2022 First Private Placement Issue Date: December 28, 2022
Type of the Private Placement of equity-type Securities	Common Shares
Shareholders' meeting approval date and amount	On June 21, 2022 The General Meeting of Shareholders resolved to issue common shares by means of private placement within the quota of 20,000,000 common shares. It is expected to be processed four times within one year from the date of the General Meeting of Shareholders.
Basis and Reasonability of Price Setting	December 02, 2022, the date of the meeting of the Board of Directors , is hereby regarded as the pricing date. (1) The simple arithmetic average of the closing prices of common shares calculated 1, 3 or 5 business days before the pricing date is NT\$29.15, NT\$29.17 and NT\$29.15 respectively, and the average closing price of NT\$29.15 in the previous 5 business days is used as the benchmark. (2) In addition, the simple arithmetic average of the closing prices of common shares 30 business days before the pricing date is NT\$29.07 as the benchmark. Take the higher of the above two benchmarks to calculate the price, so the reference price of this private placement is NT\$29.15. After comprehensive consideration, NT\$26.50 is proposed as the actual private placement price, which is 90.91% of the reference price of NT\$29.15, and not less than 90% of the reference price resolved by the shareholders meeting.
Method for selecting applicants	The object of these private placement common shares is in line with Article 43-6 of the Securities and Exchange Act and the Securities and Futures Bureau (FSC) of the Ministry of Finance issued on June 13, 2002, Ref. (91). Specific persons specified in Decree No. 0910003455 and other relevant regulations are limited to strategic investors. The list of applicants for this round is San Cia Development and Construction Co., Ltd., etc. Applicant/Company Relationship: San Cia Construction Development Co., Ltd. and its chairman is the same person as the representative of the legal person director of the Company, and the chairman of the Company
Reasons for private placement	The Company evaluates the situation of the capital market and considers the timeliness and convenience of raising funds and the actual needs of introducing strategic investors, and private placement of securities shall not be freely transferred within 3 years, and furthermore, it can ensure the long-term cooperative relationship between the Company and the strategic investors, so it adopts private placement to issue common shares.
Payment completion date	December 12, 2022
Applicant information	The qualifications of the following applicants are all in compliance with the provisions of Article 43-6 of the Securities and Exchange Act. Applicant's name/number of shares subscribed/relationship with the Company San Cia Construction Development Co., Ltd./20,000,000 shares and its chairman is the same person as the representative of the legal person director of the Company, and the chairman of the Company

Actual subscription price	NT\$26.5
The difference between the actual subscription price and the reference price	The actual subscription price is 90.91% of the reference price NT\$ 29.15
The impact of private placement on shareholders' equity	This private placement plan gives priority to repaying bank loans, which will be used to enrich working capital, which will actually help reduce capital costs and strengthen the Company's financial structure, so as to expand the Company's future operating scale, enhance the Company's long-term competitiveness and enhance the overall shareholder's equity.
Use of private placement funds and plan implementation progress (unit: NT\$1,000):	As of 2023 Q1, to repay bank loans and enrich working capital, a total of NT\$347,507,000 has been spent, 65.57% of which has been implemented. The unused amount is NT\$ 182,493,000, this fund has not been used, it is deposited in a bank account.
Effectiveness of the Fundraising Efforts	The Company's bank loans have been decreased, the burden of interest expenses has been reduced and it has helped the Company's working capital, improve the Company's operational effectiveness and overall competitiveness

Matters to be Recognized

Proposal No. 1 (Proposed by the Board of Directors)
Adoption of the 2022 Business Report and Financial Statements

Explanation:

1. The Company's Board of Directors approved the 2022 Business Report and financial statements on March 10, 2023. The financial statements have been audited by the CPAs Kuo-Tsung Chen and Yung-Hsiang Chen, of the Audit Firm KPMG, Taiwan, and issued an audit report with unqualified opinions. In addition, the above-mentioned financial report and business report have been submitted to the Audit Committee of the Company for review and approval, and an Audit Committee's Review Report has been issued for further review.
2. The Business Report is attached as pp. 8-9 (Attachment 1); the Independent Auditor's Report and the Financial Statements are attached as pp. 13-20 (Attachment 4).
3. Please recognize.

Resolution:

Proposal No. 2 (Proposed by the Board of Directors)
Adoption of the Proposal for Distribution of 2022 Profits

Explanation:

1. The Company's 2022 financial statements audited and certified by accountants, the net profit after tax was NT\$ 373,549,259.
2. The Proposal for Distribution of 2022 Profits is attached. Please refer to the attached 2022 Profit Distribution Table, see page 21 (Attachment 5).
3. Upon the approval of the 2023 Annual Meeting of Shareholder, it is proposed that the Chairman of the Board of Directors be authorized to resolve the ex-dividend base date, distribution date and other relevant issues. The shareholding ratio shall be calculated and rounded up to the nearest dollar, and the total amount of disbursement for less than NT\$1 shall be accumulated and transferred to the employee welfare committee of the Company.

Resolution:

Extempore Motion

Adjournment

Attachment 1

2022 Business Report

1. Financial Results in 2022

(1) The Company's operating revenue in 2022 was NT\$595,265,000, an increase of 4,740.73% compared to NT\$12,297,000 in 2021; the operating gross profit in 2022 was NT\$448,141,000, an increase of 6,652.16% compared to NT\$6,637,000 in 2021; the operating profit in 2022 was NT\$416,623,000, an increase of 4,452.97% compared to (NT\$9,571,000) in 2021; and the pre-tax net profit in 2022 was NT\$380,280,000, an increase of 1,167.14% compared to NT\$30,011,000 in 2021.

(2) The Company's 2022 financial statements were summarized as follows:

1. Financial Results in 2022

Unit: NTS in Thousands

Item	2022		2021		Increase (Decrease)%	
	Amount	%	Amount	%	Amount	%
Operating Income	595,265	100	12,297	100	582,968	4,740.73
Operating Gross Profit	448,141	75.28	6,637	53.97	441,504	6,652.16
Operating Gains (Loss)	416,623	69.99	(9,571)	(77.83)	426,194	4,452.97
Net Gains Before Tax	380,280	63.88	30,011	244.05	350,269	1,167.14

2. The 2022 Forecast Implementation Status in 2022

The Company's 2022 financial forecast has not been disclosed to the public, because the overall actual operating conditions and performance are roughly equivalent to the Company's internal operating plan.

3. Analysis of Financial Income, Expenditure and Profitability:

Unit: NTS in Thousands

Item			2022	2021	Increase (Decrease)%
Financial Income, Expenditure	Operating Income		595,265	12,297	4,740.73
	Operating Gross Profit		448,141	6,637	6,652.16
	Net Gains before Tax		380,280	30,011	1,167.14
Profitability	Return on assets (%)		5.53	0.85	550.59
	Return on shareholders' equity (%)		23.91	3.60	564.17
	Ratio of paid-in capital (%)	Operating profit	45.68	-1.34	3,508.96
		Net Profit Before Tax	41.69	4.21	890.26
	Net profit (loss) percentage		62.75	244.71	-74.36
	Earnings per share (NTD)		5.16	0.57	805.26

4. Development Status

The Company's future development focuses on building its own business, in order to maintain a fixed business scale and make profits, the future development strategy is explained from four aspects:

(1) Land Development Strategy:

In response to market changes, in addition to adopting local self-construction, actively seek joint development for sub-sale, urban renewal and dangerous old cases for joint development.

(2) Financial Management Strategy:

Adopt flexible fund raising and scheduling, in addition to financing from financial institutions, such as cash capital increase, private placement, corporate bonds, etc., to raise funds.

(3) Production Management Strategy:

In the future, construction management consultants will be gradually introduced to ensure the quality and progress of construction, and at the same time actively cultivate independent supervision and construction manpower to achieve self-management.

(4) Sales Management Strategy:

The Company's sales are all entrusted to professional consignment or intermediary companies, In order to improve the sales performance of individual cases and the quality of after-sales service, professional consignment companies will be strictly selected in the future, The professional quality of the front-line sales personnel and the strengthening of service attitude training will be strictly required, Self-select and train after-sales service personnel to ensure the quality of after-sales service.

Chairman: **Chung Yu-Ling**

Manager: **Chung Yu-Ling**

Accounting Chief Officer: **Tseng, Li-Fang**

Attachment 2

San Di Properties Co., Ltd,

Audit Committee's Review Report

The Board of Directors hereby furnishes and submits the Company's 2022 Business Report, the Individual Financial Statements and the Proposal for Distribution of Profit, and the Financial Statements have been audited by the Certified Public Accounts (CPAs) of the external audit firm KPMG Taiwan. The abovementioned Audit Report, the Financial Statements and the Proposal for Distribution of Profit have been reviewed by the Company's Audit Committee. The Audit Committee found the same to be true and correct and that there are no discrepancies, Therefore, this Review Report is hereby issued pursuant to Article 14-4 of the Securities and Exchange Law and Article 219 of the Company Law and submitted for your kind approval.

To: The Company's 2023 General Meeting of Shareholders

San Di Properties Co., Ltd.

Convener of the Audit Committee: **Gu, Mou-Chin**

March 10, 2023

Attachments 3

San Di Properties Co., Ltd.

Comparative Table of Some Current and Amended Rules and Procedures of Board of Directors Meeting

Amended Articles	Current Articles	Note
Article 3 The Company's Board of Directors shall meet at least quarterly. A notice of the reasons for convening a Board Meeting shall be given to each director and supervisor by written means, or with recipients' approval, by electronic transmission or fax at least 7 days before the meeting is convened. However, in emergency circumstances, a Board Meeting may be called on shorter notice, with the consent of the counterparty, it can be done electronically.. The items in the first paragraph of Article 12 of these Rules, should be listed in the reason for the convening, and may not be presented as special motions.	Article 3 The Company's Board of Directors shall meet at least quarterly. A notice of the reasons for convening a Board Meeting shall be given to each director and supervisor by written means, or with recipients' approval, by electronic transmission or fax at least 7 days before the meeting is convened. However, in emergency circumstances, a Board Meeting may be called on shorter notice, with the consent of the counterparty, it can be done electronically.. The items in the first paragraph of Article 12 of these Rules, <u>except for emergencies or justified reasons</u>, should be listed in the reason for the convening, and may not be presented as special motions..	Amendments of wordings pursuant to the Regulations Governing Procedures of Board of Directors Meeting of Public Companies
Article 12 The matters listed below as applicable shall be submitted for discussion at a Board Meeting: 1. The Company's business plan. 2. (Omitted) <u>6. If the board of directors does not have an executive director, the election or dismissal of the chairman.</u> 7. The appointment or discharge of a financial, accounting, or internal audit officer. 8. A donation to a related party or a major donation to a non-related party, provided that a public-interest donation of disaster relief that is made for a major natural disaster may be submitted to the following Board of Directors meeting for retroactive recognition. 9. Any matter that, under Article 14-3 of the Securities and Exchange Act or any other law, regulation, or bylaw, must be approved by resolution at a shareholders' meeting or Board Meeting, or any material matter as may be prescribed by the competent authority. Others: Matters required to be submitted for discussion at a Board Meeting under relevant rules of the Company. The term "related party" in subparagraph 8 of the preceding paragraph means a related party as defined in the Regulations Governing the Preparation of	Article 12 The matters listed below as applicable shall be submitted for discussion at a Board Meeting: 1. The Company's business plan. 2. (Omitted) 6. The appointment or discharge of a financial, accounting, or internal audit officer. 7. A donation to a related party or a major donation to a non-related party, provided that a public-interest donation of disaster relief that is made for a major natural disaster may be submitted to the following Board of Directors meeting for retroactive recognition. 8. Any matter that, under Article 14-3 of the Securities and Exchange Act or any other law, regulation, or bylaw, must be approved by resolution at a shareholders' meeting or Board Meeting, or any material matter as may be prescribed by the competent authority. Others: Matters required to be submitted for discussion at a Board Meeting under relevant rules of the Company. The term "related party" in subparagraph 7 of the preceding paragraph means a related party as defined in the Regulations Governing the Preparation of	Amendments of wordings pursuant to the Regulations Governing Procedures of Board of Directors Meeting of Public Companies

Amended Articles	Current Articles	Note
Financial Reports by Securities Issuers. (Omitted)	Financial Reports by Securities Issuers. (Omitted)	
Article 18: Article 2, Paragraph 2 of Article 3, Articles 4 to 6, Articles 8 to 11, and Articles 13 to 16 shall apply mutatis mutandis to the proceedings of the Board of Directors meeting of the Company. <u>Article 3 Paragraph 4 applies mutatis mutandis to the election or dismissal of the chairman.</u> However, if an executive Board of Directors meeting is convened regularly within seven days, each executive director may be notified 2 days in advance.	Article 18: Article 2, Paragraph 2 of Article 3, Articles 4 to 6, Articles 8 to 11, and Articles 13 to 16 shall apply mutatis mutandis to the proceedings of the Board of Directors meeting of the Company. However, if an executive Board of Directors meeting is convened regularly within seven days, each executive director may be notified 2 days in advance.	Amendments of wordings pursuant to the Regulations Governing Procedures of Board of Directors Meeting of Public Companies
Article 19: (Omitted) 1. These Rules and Procedures were established on May 30, 2003. (Omitted) 7. The 6th Amendment was made on March 29, 2021. <u>8. The 7th Amendment was made on March 10, 2023.</u>	Article 19: (Omitted) 1. These Rules and Procedures were established on May 30, 2003. (Omitted) 7. The 6th Amendment was made on March 29, 2021.	Amendment to the Dates

Attachment 4

Independent Auditors' Report

To the Board of Directors of SANDI PROPERTIES CO., LTD.:

Opinion

We have audited the financial statements of SANDI PROPERTIES CO., LTD. (formerly: YU FOONG INTERNATIONAL CORPORATION.) ("the Company"), which comprises the balance sheets as of December 31, 2022 and 2021, the statements of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2022 and 2021, 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 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 audit 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 Accountants 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 financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Valuation of inventory

Please refer to Note 4(g), 5, and 6(d) of the financial statements for the accounting policies on measuring inventory, assumption used and uncertainties considered in determining the net realizable value and the explanation of inventory valuation.

Description of key audit matter:

The Company's inventory is measured at the lower of cost or net realizable value. Because of the high capital investment and long payback period in the real estate industry, which is deeply affected by politics, macroeconomics, and reforms in real estate taxation, there may be a risk of the cost of inventory exceeding net realizable value. Thus, the valuation of inventory is the key audit matter our audit focused on.

How the matter was addressed in our audit:

As mentioned above, our principal audit procedures included obtaining the evaluation data of the net realizable value of the Company's inventory. We referred to the latest real estate selling price registration announced by the Ministry of the Interior or the average selling price obtained from the transaction market in neighboring areas, and converted it into the net realizable value of the real estate inventory for sale to compare whether there was a significant difference with the Company's evaluation data. Also, we checked the reasonableness of the aforementioned net realizable value by comparing and evaluating the appraisal report from the real estate appraiser appointed by the Company's management.

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

Management is responsible for the preparation and fair presentation of the financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and with the IFRSs, IASs, IFRC, SIC endorsed and issued into effect 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 financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the 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.

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' 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 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 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 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 auditors' 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 financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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 financial statements of the current period 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 Yung-Hsiang Chen and Kuo-Tsung Chen.

KPMG

Taipei, Taiwan (Republic of China)
March 10, 2023

(English Translation of Financial Statements Originally Issued in Chinese)
SANDI PROPERTIES CO., LTD. (FORMERLY: YU FOONG INTERNATIONAL CORPORATION.)

Balance Sheets

December 31, 2022 and 2021

(Expressed in Thousands of New Taiwan Dollars)

		December 31, 2022		December 31, 2021				December 31, 2022		December 31, 2021	
Assets		Amount	%	Amount	%			Amount	%	Amount	%
Current assets:						Liabilities and Equity					
1100	Cash and cash equivalents (note 6(a))	\$ 408,059	5	124,477	2	Current liabilities:		\$ 1,458,295	18	1,710,600	33
1170	Accounts receivable, net (note 6(b)(t))	12,080	-	-	-	2100	Short-term borrowings (notes 6(k) and 8)	-	-	33,951	1
1200	Other receivables, net (note 6(c))	30,419	1	42,773	1	2110	Short-term notes and bills payable (notes 6(l) and 8)	498,978	6	66,902	1
1210	Other receivables from related parties, net (note 6(c), and 7)	28,757	-	-	-	2130	Current contract liabilities (notes 6(t) and 9)	2,151	-	906	-
1220	Current tax assets	2	-	2	-	2150	Notes payable	27,077	-	1,258	-
130X	Inventories (notes 6(d), and 8)	3,157,337	38	2,937,142	56	2170	Accounts payable	-	-	100,007	2
1476	Other current financial assets (notes 6(e), and 8)	437,465	5	75,524	1	2180	Accounts payable to related parties (note 7)	53,502	1	21,162	-
1479	Other current assets (notes 6(g)(j))	166,887	2	28,520	1	2200	Other payables (note 6(u))	1,330	-	-	-
		4,241,006	51	3,208,438	61	2230	Current tax liabilities	1,732	-	1,369	-
Non-current assets:						2280	Current lease liabilities (note 6(n))	12,511	-	139	-
1517	Financial assets at fair value through other comprehensive income, non-current (note 6(f))	-	-	-	-	2300	Other current liabilities (note 6(h))	2,055,576	25	1,936,294	37
1600	Property, plant and equipment (notes 6(h))	17,553	-	30,569	1	Non-Current liabilities:					
1755	Right-of-use assets (notes 6(i))	802	-	1,677	-	2540	Long-term borrowings (note 6(m) and 7)	4,000,000	48	2,000,000	38
1920	Refundable deposits (notes 7)	4,015,945	49	2,002,529	38	2570	Deferred tax liabilities (note 6(p))	59,465	1	68,658	1
		4,034,300	49	2,034,775	39	2580	Non-current lease liabilities (note 6(n))	146,331	2	127,876	2
								4,205,796	51	2,196,534	41
								6,261,372	76	4,132,828	78
Total assets		\$ 8,275,306	100	5,243,213	100	Total liabilities					
						Equity attributable to owners of parent (note 6(q)):					
						3100	Ordinary shares	912,058	11	712,058	14
						3200	Capital surplus	674,317	8	344,317	7
						3300	Retained earnings:				
						3310	Legal reserve	3,009	-	-	-
						3350	Unappropriated retained earnings	424,550	5	76,010	1
								427,559	5	76,010	1
						3400	Other equity interest	-	-	(22,000)	-
								2,013,934	24	1,110,385	22
						Total equity		\$ 8,275,306	100	5,243,213	100
						Total liabilities and equity					

(English Translation of Financial Statements Originally Issued in Chinese)

SANDI PROPERTIES CO., LTD.**(FORMERLY: YU FOONG INTERNATIONAL CORPORATION.)****Statements of Comprehensive Income****For the years ended December 31, 2022 and 2021****(Expressed in Thousands of New Taiwan Dollars , Except for Earnings Per Share)**

		2022		2021	
		Amount	%	Amount	%
4000	Operating revenues (note 6 (t) and 7)	\$ 595,265	100	12,297	100
5000	Operating costs (note 6(d) and 7)	147,124	25	5,660	46
5900	Gross profit from operations	448,141	75	6,637	54
6000	Operating expenses (notes 6(g),(o),(r),(q),(u) and 12):				
6100	Selling expenses	9,368	1	8	-
6200	Administrative expenses	22,150	4	16,200	132
	Total operating expenses	31,518	5	16,208	132
6900	Net operating income (loss)	416,623	70	(9,571)	(78)
7000	Non-operating income and expenses:				
7100	Interest income	578	-	80	1
7020	Other gains and losses, net	21,826	4	43,908	357
7050	Finance costs	(58,747)	(10)	(4,406)	(36)
	Total non-operating income and expenses	(36,343)	(6)	39,582	322
7900	Profit before income tax	380,280	64	30,011	244
7950	Less: income tax expenses (benefit) (note 6(p))	6,731	1	(81)	(1)
	Profit	373,549	63	30,092	245
8300	Other comprehensive income	-	-	-	-
8500	Total comprehensive income	<u>\$ 373,549</u>	<u>63</u>	<u>30,092</u>	<u>245</u>
	Earnings per share (note 6(s))				
9750	Basic earnings per share(NT dollars)	<u>\$ 5.17</u>		<u>0.57</u>	
9850	Diluted earnings per share(NT dollars)	<u>\$ 5.16</u>		<u>0.57</u>	

(English Translation of Financial Statements Originally Issued in Chinese)
SANDI PROPERTIES CO., LTD. (FORMERLY: YU FOONG INTERNATIONAL CORPORATION.)

Statements of Changes in Equity
For the years ended December 31, 2022 and 2021
(Expressed in Thousands of New Taiwan Dollars)

	Ordinary shares	Capital surplus	Legal reserve	Retained earnings Unappropriated retained earnings (Deficit yet to be compensated)	Total	Total other equity interest Unrealized gains (losses) on financial assets measured at fair value through other comprehensive income	Total equity
Balance at January 1, 2021	\$ 1,024,115	24,261	-	(466,139)	(466,139)	(22,000)	560,237
Profit for the year ended December 31, 2021	-	-	-	30,092	30,092	-	30,092
Other comprehensive income for the year ended December 31, 2021	-	-	-	-	-	-	-
Total comprehensive income for the year ended December 31, 2021	-	-	-	30,092	30,092	-	30,092
Capital reduction to offset accumulated deficits	(512,057)	-	-	512,057	512,057	-	-
Capital increase by cash	200,000	320,000	-	-	-	-	520,000
Share-based payments transactions	-	56	-	-	-	-	56
Balance at December 31, 2021	712,058	344,317	-	76,010	76,010	(22,000)	1,110,385
Profit for the year ended December 31, 2022	-	-	-	373,549	373,549	-	373,549
Other comprehensive income for the year ended December 31, 2022	-	-	-	-	-	-	-
Total comprehensive income for the year ended December 31, 2022	-	-	-	373,549	373,549	-	373,549
Appropriation and distribution of retained earnings:							
Legal reserve appropriated	-	-	3,009	(3,009)	-	-	-
Capital increase by cash	200,000	330,000	-	-	-	-	530,000
Disposal of investments in equity instruments designated at fair value through other comprehensive income	-	-	-	(22,000)	(22,000)	22,000	-
Balance at December 31, 2022	\$ 912,058	674,317	3,009	424,550	427,559	-	2,013,934

(English Translation of Financial Statements Originally Issued in Chinese)
SANDI PROPERTIES CO., LTD.
(FORMERLY: YU FOONG INTERNATIONAL CORPORATION.)

Statements of Cash Flows

For the years ended December 31, 2022 and 2021

(Expressed in Thousands of New Taiwan Dollars)

	<u>2022</u>	<u>2021</u>
Cash flows from (used in) operating activities:		
Profit before income tax	\$ 380,280	30,011
Adjustments:		
Adjustments to reconcile profit (loss):		
Depreciation expense	1,221	1,311
Interest revenue	(578)	(80)
Interest expense	58,747	4,406
Gain on disposal of property, plant and equipment	(950)	-
Share-based payments transactions	-	56
Gain on rent concessions	(800)	-
Reversal of impairment loss	(4,835)	-
Total adjustments to reconcile profit	<u>52,805</u>	<u>5,693</u>
Changes in operating assets and liabilities:		
Increase in accounts receivable	(12,080)	-
Decrease (increase) in other receivables	12,354	(42,773)
Increase in other receivables from related parties	(28,757)	-
Increase in inventories	(140,462)	(1,079,490)
Increase in other current financial assets	(350,905)	(68,621)
Increase in other current assets	(138,367)	(26,870)
Increase in contract liabilities	432,076	66,902
Increase in notes payable	1,245	278
Increase in accounts payable	25,819	1,258
(Decrease) increase in accounts payable to related parties	(100,007)	100,007
Increase in other payables	28,164	17,140
Increase in other current liabilities	12,372	74
Total adjustments	<u>(205,743)</u>	<u>(1,026,402)</u>
Cash inflow (outflow) generated from operations	174,537	(996,391)
Interest received	578	84
Interest paid	(113,641)	(31,685)
Income taxes (paid) refund	(14,594)	323
Net cash flows from (used in) operating activities	<u>46,880</u>	<u>(1,027,669)</u>
Cash flows from (used in) investing activities:		
Acquisition of property, plant and equipment	(47)	-
Proceeds from disposal of property, plant and equipment	18,502	-
Increase in refundable deposits	(2,013,416)	(2,001,195)
Increase in other financial assets	(11,036)	(1,103)
Net cash flows used in investing activities	<u>(2,005,997)</u>	<u>(2,002,298)</u>

Cash flows from (used in) financing activities:

(Decrease) increase in short-term borrowings	(252,305)	589,000
Decrease in short-term notes and bills payable	(33,951)	(75,607)
Increase from long-term borrowings	2,000,000	2,000,000
Payment of lease liabilities	(1,045)	(1,056)
Capital increase by cash	530,000	520,000
Net cash flows from financing activities	2,242,699	3,032,337
Net increase in cash and cash equivalents	283,582	2,370
Cash and cash equivalents at beginning of period	124,477	122,107
Cash and cash equivalents at end of period	\$ 408,059	124,477

Attachment 5

San Di Properties Co., Ltd.

**Profit Distribution Table
Year 2022**

(Unit: NT\$)	
Beginning Undistributed Earnings	73,001,518
Add: Net Profit After-Tax	<u>373,549,259</u>
Earnings Available for Distribution	446,550,777
Less: Distributable Items	
Legal Reserve (10%)	37,354,926
Cash Dividend to Shareholders (NT\$1/per share)	91,205,759
Undistributed Earnings at the End of The Period	<u><u>317,990,092</u></u>

Chairman: **Chung Yu-Ling**

Manager: **Chung Yu-Ling**

Accounting Chief Officer: **Tseng, Li-Fang**

Appendix 1

San Di Properties Co., Ltd.

Rules and Procedures of Board of Directors Meeting

Article 1

To establish a strong governance system and sound supervisory capabilities as well as to strengthen management capabilities for the Board of Directors of San Di Properties Co., Ltd., these Rules and Procedures of Board of Directors Meetings (“Rules”) are adopted pursuant to Article 2 of the Regulations Governing Procedure for Board of Directors Meetings of Public Companies

Article 2

Unless otherwise provided by other laws, the Company's Rules and Procedures of Board of Directors Meetings, their main discussion content, operating procedures, matters to be stated in the minutes, announcements and other matters to be followed, shall be handled in accordance with the provisions of these Rules

Article 3

The Company’s Board of Directors shall meet at least quarterly. A notice of the reasons for convening a Board Meeting shall be given to each director and supervisor by written means, or with recipients’ approval, by electronic transmission or fax at least 7 days before the meeting is convened. However, in emergency circumstances, a Board Meeting may be called on shorter notice, with the consent of the counterparty, it can be done electronically..

The items in the first paragraph of Article 12 of these Rules, except for emergencies or justified reasons, should be listed in the reason for the convening, and may not be presented as special motions.

Article 4

The designated unit responsible for the Company’s Board Meetings shall be the Department of Administration (“Administration”). The Administration shall draft agenda items and prepare sufficient meeting materials, and shall deliver them together with the notice of the meeting to each director. A director who is of the opinion that the meeting materials provided are insufficient may request for supplemental materials from the Administration. If a director is of the opinion that materials concerning any proposal are insufficient, the deliberation of such proposal may be postponed by a resolution of the board of director

Article 5

When a Board Meeting is held, an attendance book shall be provided for signing-in by attending directors, which shall be made available for future reference.

Directors shall attend the board meeting in person. If a director is unable to attend the meeting in person, he/she may entrust another director to attend the meeting by proxy in accordance with the Company's articles of association; Attendance by videoconference will be deemed attendance in person.

A director who appoints another director to attend a Board Meeting shall in each instance issue a proxy form stating the scope of authorization with respect to the reasons for convening the meeting. The proxy referred to in preceding paragraph shall be limited in representing one director only

Article 6

A Board Meeting shall be held at the premises and during the business hours of SDP, or at a place and time convenient for all directors to attend and suitable for holding Board Meetings

Article 7

Board Meetings shall be convened and chaired by the chairperson of the board. However, with respect to the first meeting of each newly elected Board of Directors, it shall be called and chaired by the director that received votes representing the largest portion of voting rights at the shareholders' meeting in which the directors were elected; if two or more directors are so entitled to convene the meeting, they shall select from among themselves one director to serve as the chair.

Where a Board Meeting is convened by the majority of the directors in accordance with Article 203, Paragraph 4 or Article 203-1, Paragraph 3 of the Company Act, the majority of the directors shall select from among themselves one director to serve as the chair.

When the chairperson of the board is on leave or for any reason unable to exercise the powers of chairperson, the vice chairperson shall act in place of the chairperson; if the vice chairperson is also on leave or for any reason unable to exercise the powers of vice chairperson, the chairperson shall appoint one of the directors to act. If no such designation is made by the chairperson, all directors shall select one person among themselves to serve as chair

Article 8

When convening a Board of Directors Meeting, the management department (or the meeting arrangement unit designated by the Board of Directors) should prepare relevant materials for the directors attending the meeting for disposal.

When convening a board meeting, personnel from relevant departments or subsidiaries may be notified to attend as non-voting delegates depending on the content of the proposal.

When necessary, accountants, lawyers or other professionals may also be invited to attend the meeting and give explanations. However, they should leave the meeting when discussing and voting.

The chairman of the Board of Directors shall announce the opening of the meeting when more than half of the directors are present.

If half of all the directors are not present at the meeting time, the chairman may announce to postpone the meeting. The number of postponements is limited to 2 times. The procedure was reconvened.

All the directors referred to in the preceding paragraph and subparagraph 2 of Paragraph 2 of Article 16 shall be counted by those actually in office.

Article 9

Proceedings of a Board Meeting shall be recorded in their entirety in audio or video, and the recording shall be retained for a minimum of five (5) years. The record may be retained in electronic form.

If any litigation arises with respect to any resolution of a Board Meeting before the end of the retention period of the preceding paragraph, the relevant audio or video record shall be retained until the conclusion of the litigation.

If the meeting is held by video conference, the video and audio data shall be part of the meeting minutes and shall be properly preserved during the Company's existence.

Article 10

The agenda of regular Board Meetings shall include at least the following items:

1. Report items:

- (1) The meeting minutes of the preceding meeting;

- (2) Material business and financial reports;
 - (3) Internal audit matters reports; and
 - (4) Other important matters report, including the report on implementation status of previous resolutions.
2. Discussion items:
- (1) Discussion items reserved by the preceding meeting; and
 - (2) Discussion items of the current meeting.
3. Special motions

Article 11

The Board of Directors of the Company shall proceed according to the procedures scheduled in the notice of the meeting. However, the chairman shall not announce the adjournment of the meeting without the consent of more than half of the directors present.

During the proceedings of the Board of Directors, if the number of directors present does not reach more than half of the directors present, upon the proposal of the directors present, the chairman shall announce the suspension of the meeting, and Article 8, Item 5, shall apply mutatis mutandis.

Article 12

The matters listed below as applicable shall be submitted for discussion at a Board Meeting:

- 1. The Company's business plan.
- 2. The Annual and Q2 financial reports that are required under relevant laws and regulations to be audited and attested by a certified public accountant (CPA).
- 3. Adoption or amendment of an internal audit system pursuant to Article 14-1 of the Securities and Exchange Act ("Securities Act") and assessment of the effectiveness of the internal audit system.
- 4. Adoption or amendment, pursuant to Article 36-1 of the Securities Act, of any handling procedures for material financial or business transactions, such as the acquisition or disposal of assets, derivatives trading, loans of funds to others, and endorsements or guarantees for others.
- 5. The offering, issuance, or private placement of equity-type securities.
- 6. The appointment or discharge of a financial, accounting, or internal audit officer.
- 7. A donation to a related party or a major donation to a non-related party, provided that a public-interest donation of disaster relief that is made for a major natural disaster may be submitted to the following Board of Directors meeting for retroactive recognition.
- 8. Any matter that, under Article 14-3 of the Securities and Exchange Act or any other law, regulation, or bylaw, must be approved by resolution at a shareholders' meeting or Board Meeting, or any material matter as may be prescribed by the competent authority.

Others: Matters required to be submitted for discussion at a Board Meeting under relevant rules of the Company. The term "related party" in subparagraph 7 of the preceding paragraph means a related party as defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers. The term "major donation to a non-related party" means an individual donation, or cumulative donations within a 1-year period to a single recipient, at an amount of NTD100 million or more, or at an amount equal to or greater than 1 percent of net operating revenue or 5 percent of paid-in capital as stated in the CPA-attested financial report for the most recent year.

The term "within a 1-year period" in the preceding paragraph means a period of 1 year calculated retroactively from the date on which the current Board of Directors meeting is convened. Amounts already submitted to and passed by a resolution of the board are exempted from inclusion in the calculation.

At least one independent director of the Company shall attend the Board Meeting in person. With respect to the matters which must be approved by resolutions at a Board Meeting as provided in the first paragraph, all independent directors shall attend the meeting. In the event that any independent director is unable to attend the meeting, that independent director shall appoint another independent director to attend the meeting as proxy. If an independent director objects to or expresses reservations about any discussed matter, it shall be recorded in the Board Meeting's minutes; if an independent director intends to express an objection or reservation but is unable to attend the meeting in person, then unless there is a legitimate reason to do otherwise, that director shall issue a written opinion in advance, which shall be recorded in the Board Meeting's minutes

Article 13

The Chairman may announce to end the discussion of any resolution and go into voting if the Chairman deems it appropriate for voting.

Resolutions shall be deemed adopted if no objection is voiced by any of the attending Directors after solicitation by the Chairman. If objection is voiced after solicitation by the Chairman, such resolution shall be voted.

The method of voting shall be one of the following as determined by the Chairman:

1. By showing of hands or voting by voting machines;;
2. By voicing votes;
3. By casting ballots or
4. Voting at the discretion of the Company.

The term "all directors present" mentioned in the preceding two items does not include directors who are not allowed to exercise voting rights in accordance with Article 15, Paragraph 1.

Article 14

Unless otherwise stipulated by the Securities and Exchange Law and the Company Law, the resolutions of the Company's Board of Directors meeting shall be attended by more than half of the directors and agreed by more than half of the directors present.

When there are amendments or alternatives to the same proposal, the chairman shall determine the order of voting with the original proposal. However, if one of the proposals has been passed, the other proposals shall be deemed to be rejected and no further voting is required.

If any vote of agenda items requires monitoring and counting personnel, the chair shall appoint such personnel, provided that all monitoring personnel appointed shall be directors.

The results of the voting shall be reported on the spot and recorded.

Article 15

If a director or a legal entity that the director represents is an interested party in relation to an agenda item, the director shall state the important aspects of the interested party relationship at the respective meeting. When the relationship is likely to prejudice the interest of SDP, that director may not participate in discussion or voting on that agenda item and shall excuse himself or herself from the discussion or the voting on the item, and may not exercise voting rights as proxy for another director.

The spouse of a director, a second degree relative (SDR) or a Company with a controlling affiliation relationship with the director, who has an interest in the matters of the meeting, shall be deemed as the director has his/her own interest in the matter.

Where a director is prohibited by the preceding paragraph from exercising voting rights with respect to a resolution at a Board Meeting, the provisions of Article 180, Paragraph 2 of the Company Act apply mutatis mutandis in accordance with Article 206, Paragraph 3 of the same Act

Article 16

The resolutions of every Board Meeting shall be recorded in the meeting minutes. The meeting minutes shall accurately record the following items:

1. The term (or year), place, and time of the meeting;
2. The name of the chairman;
3. The attendance situation of the Directors, including the names and numbers of those who are present, on leave, and absent;
4. The names and titles of the other attendants;
5. The name of the recorder;
6. Report items;
7. Discussion items:

Resolution methods and results of each proposal, abstracts of speeches made by directors, experts, and other personnel, names of directors who are interested in accordance with Paragraph 1 of the preceding article, explanations of important content of interests, reasons for avoidance or non-evasion, circumstances of avoidance, and objections or reserved opinions with records or written statements and written opinions issued by independent directors in accordance with Article 12 Item 4.

8. Special Motions: the name of the proposer, the resolution method and result of the proposal, the summary of speeches made by directors, experts and other personnel, the names of directors who are interested in accordance with the first item of the preceding article, an explanation of the important content of the interest, and reasons for avoidance or non-refusal, circumstances of avoidance and objections or reservations, with records or written statements
9. Other items that shall be recorded.

The occurrence of any of the following circumstances, with respect to a resolution passed at a Board Meeting, shall be stated in the meeting minutes and shall be publicly announced via the Market Observation Post System designated by the Financial Supervisory Commission, within 2 days from the date of the meeting:

1. Any objection or expression of reservations by an independent director on record or in written statement.
2. Any resolution that is adopted with the approval of two-thirds or more of all

The meeting minutes must be signed or sealed by the chairman of the meeting and the recorder, and distributed to all directors within 20 days after the meeting. It should also be included in the important files of the Company and properly kept during the existence of the Company.

The production and distribution of the minutes of the meeting referred to in Paragraph 1 may be done electronically.

Article 17

In addition to Article 12, Paragraph 1, which should be referred to the Company's Board of Directors Proposals and Discussions, if the Board of Directors authorizes the Board of Directors to exercise the powers of the Board of Directors in accordance with laws and regulations or the Company's articles of association, the authorization level, content or matters should be clearly defined, and the handling principles are as follows:

1. According to the Company's approval table.
2. According to the Company's management regulations, systems and regulations.
3. Appointment of directors of the reinvestment Company.
4. Approval of capital increase or capital reduction base date, cash dividend distribution base date and changes in dividend distribution ratio, etc.

5. Approval of the Company's general property and real estate purchase and disposal.
6. Approval of real estate mortgage loans
7. Approval of all-important contracts.

Article 18

Article 2, Paragraph 2 of Article 3, Articles 4 to 6, Articles 8 to 11, and Articles 13 to 16 shall apply mutatis mutandis to the proceedings of the Board of Directors meeting of the Company. However, if an executive Board of Directors meeting is convened regularly within seven days, each executive director may be notified 2 days in advance.

Article 19

Any amendment to these Rules and Procedures of Board Directors Meeting shall be approved by the Board of Directors

1. These Rules and Procedures were established on May 30, 2003.
2. The first Amendment was made on June 28, 2004
3. The second Amendment was made on May 31, 2007
4. The third Amendment was made on December 25, 2012
5. The 4th Amendment was made on August 9, 2016.
6. The 5th Amendment was made on November 8, 2017
7. The 6th Amendment was made on March 29, 2021.

Appendix 2

San Di Properties Co., Ltd.

Articles of Incorporation

Chapter 1 General Provisions

Article 1 The Corporation is organized in accordance with the Company Act and its name is San Di Properties Co., Ltd.

Article 2 The scope of business of the Corporation shall be as follows:

- (1) C301010 Spinning of Year
- (2) F213030 Retail Sale of Computers and Clerical Machinery Equipment
- (3) E604010 Machinery Installation
- (4) EZ05010 Instrument and Meters Installation Engineering
- (5) EZ02010 Crane and Hoist Services Engineering
- (6) G801010 Warehousing
- (7) C703010 Printed Matter Binding and Processing
- (8) C307010 Clothing Accessories
- (9) F214030 Retail Sale of Motor Vehicle Parts and Motorcycle Parts, Accessories
- (10) CC01060 Wired Communication Mechanical Equipment Manufacturing
- (11) A301040 Recreational Fishery
- (12) E801010 Indoor Decoration
- (13) E801020 Doors and Windows Installation Engineering
- (14) E801030 Indoor Light-gauge Steel Frame Engineering
- (15) E801040 Glass Installation Engineering
- (16) I503010 Landscape and Interior Designing
- (17) E801070 Kitchenware and Sanitary Fixtures Installation Engineering
- (18) F203010 Retail Sale of Food, Grocery and Beverage
- (19) F203020 Retail Sale of Tobacco and Alcohol
- (20) F204110 Retail Sale of Cloths, Garments, Shoes, Hats, Umbrellas and Clothing Accessories
- (21) F205040 Retail Sale of Furniture, Bedding Kitchen Utensils and Fixtures
- (22) F206020 Retail Sale of daily commodities
- (23) F209060 Retail Sale of Culture, Education, Musical Instruments and Educational Entertainment Supplies
- (24) F301020 Supermarkets
- (25) F201050 Retail sale of fishing article
- (26) F399010 Convenience Stores
- (27) F213990 Retail Sale of Other Machinery and Tools
- (28) G202010 Parking area Operators
- (29) H703100 Real Estate Leasing
- (30) I401010 General Advertisement Service
- (31) I301020 Data Processing Services
- (32) JE01010 Rental and Leasing
- (33) I301030 Electronic Information Supply Services
- (34) I103060 Management consulting
- (35) I199990 Other management consulting
- (36) I102010 Investment consulting
- (37) IZ04010 Translation services
- (38) JZ99020 Sauna business
- (39) J802010 Sports training
- (40) JZ99050 Intermediary service

- (41) J602010 Performing Arts Activities
- (42) J803010 Sports performance
- (43) J701030 Audio-visual singing
- (44) JB01010 Conference and exhibition service
- (45) F501030 Beverage shop
- (46) J801030 Competitive and leisure sports venue
- (47) H701040 Development industry in specific professional areas
- (48) JZ99120 General bathroom
- (49) JZ99110 Slimming beauty
- (50) J901020 General Hotel
- (51) F399990 Other comprehensive retail trade
- (52) F215010 Retailing of jewelry and precious metals
- (53) H701010 Residential and building development leasing and sales
- (54) JZ99080 Beauty and hairdressing service
- (55) J701040 Leisure activity venue
- (56) J701020 Amusement park
- (57) F208040 Cosmetics retail trade
- (58) F501060 Restaurant
- (59) I301010 Information Software Service
- (60) J601010 Arts and cultural services
- (61) IZ99990 Other business services
- (62) H701020 Industrial plant development, lease and sale
- (63) H701060 New Town, New Community Development
- (64) H701080 Urban renewal and reconstruction
- (65) H701090 Urban Renewal, Construction and Maintenance
- (66) H703090 Real estate business
- (67) C199030 Ready-to-eat meal manufacturing
- (68) F104110 Cloth, clothing, shoes, hats, umbrellas, clothing wholesalers
- (69) F105050 Wholesale of furniture, bedding, kitchen utensils and decorations
- (70) F106010 Hardware wholesale business
- (71) F106020 Wholesale of daily necessities
- (72) F106050 Ceramic and glassware wholesale business
- (73) F107030 Wholesale of cleaning products
- (74) F108040 Cosmetics wholesale business
- (75) F109070 Wholesale of culture and education, musical instruments,
and recreational products
- (76) F115010 Jewelry and precious metal wholesale business
- (77) F206010 Hardware retail trade
- (78) F206050 Retailing of pet food and supplies
- (79) F207030 Retailing of cleaning supplies
- (80) F399040 Retail without storefronts
- (81) F401010 International trade
- (82) F501050 Hotel industry
- (83) H703110 Housing for the Elderly
- (84) IZ01010 Photocopying
- (85) J701090 Video program broadcasting
- (86) J702070 Wine shop
- (87) J702080 Bar
- (88) ZZ99999 All business activities that are not prohibited or restricted by law,
except those that are subject to special approval.

Article 3	The Corporation shall be established in Kaohsiung City and may set up branches or offices in other appropriate locations when necessary
Article 3-1	In order to diversify the Company's operations, when it is a limited liability shareholder of another Company, its total investment may exceed 40% of the Company's paid-in share capital.
Article 4	Public announcements by the Corporation shall be made by a method in accordance with Article 28 of the Company Act.
Article 4-1	The Corporation may, based on its business needs, provide guarantees for outside parties.
Chapter 2	Shares
Article 5	The total capital of the Corporation shall be NT\$1,500,000,000, divided into 150,000,000 shares with a par value of NT\$10 each, and the Board of Directors is empowered to issue shares in installments.
Article 6	The share certificates of the Corporation shall all be registered share certificates, affixed with the signature or seal of at least three Directors and assigned with serial numbers, and may be issued only via a bank that acts as a stock issuer in accordance with the law. The Corporation may issue shares and corporate bonds without physical printed certificates, provided that it shall arrange for book-entry registration or custody with a central securities depository.
Article 7	Each shareholder of the Corporation shall report the real name and address to the Company, and the same procedure shall be applied for changing names and address.
Article 8	Each shareholder of the Corporation shall complete and submit a specimen seal card to be kept on file with the Corporation, and only that seal on file may be used to receive dividends or bonuses or otherwise to exercise shareholder rights in writing and the same procedure shall be applied for changing the specimen seal of shareholders.
Article 9	When a share is transferred or a right is pledged, the transferor and the transferee or the mortgagor and the mortgagee must jointly issue an application, sign and seal it and send it to the Company for transfer. Before the transfer, the rights to the shares still belong to the original shareholder, the person who requests to change his name due to the inheritance relationship shall have legal certification documents provided by the heir.

- Article 10 If any shares are lost or stolen, the shareholders or legal holders should immediately report to the public security agency, and fill out the application form for reporting the loss of stocks, and send it to the Company for verification and registration (if the stock has not been transferred, the legal holder should check The purchase report of the entrusted securities broker and the certificate of the stock number are attached), and the applicant should follow the civil litigation public notice procedure to apply for public notice to the local court with jurisdiction within five days, and send a copy of the petition and a copy of the receipt of the court Otherwise, the application for loss report will be cancelled.
- After the public notice has been adjudicated by the court, a copy of the newspaper containing the public notice ruling should be sent to the Company. After the public notice period expires, the Company can apply to the Company for reissuing new stock certificates based on the court's ex-rights judgment.
- Article 11 Any loss, or damage, destruction, or loss of possession of or on share certificates is required to find a guarantor and declare the reason for the loss to the Company, and the new specimen seal can only be replaced after approval.
- Article 12 Transfer of shares shall be suspended during the 60 days before the date of a regular shareholders' meeting, during the 30 days before the date of a special shareholders' meeting, or during the 5 days before the record date decided by the Corporation for distribution of dividends, bonuses, or other interests.
- Chapter 3 Shareholders' Meeting**
- Article 13 Shareholders' meetings of the Corporation are classified into two kinds: regular meetings and special meetings.
1. Regular meetings shall be convened annually by the Board of Directors within 6 months after the close of each fiscal year, and
 2. Special meetings shall be called by the Board of Directors when necessary and in accordance with law.
- Article 13-1 In order to make the Company's method of convening the shareholders' meeting more flexible, the shareholders' meeting may be held by video conference or other methods announced by the central competent authority.
- Article 14 To convene a shareholders' meeting, a notice of the meeting shall be given to each shareholder by 30 days before a regular meeting, or by 15 days before a special meeting, stating the date and place of and the proposals to be considered at the meeting.
- Article 15 When a shareholder is unable to attend the shareholders' meeting, he shall issue a proxy form printed and issued by the Corporation specifying the scope of authorization, and entrust a proxy to attend the shareholders' meeting.
- Article 16 Unless otherwise provided by law, the Chairperson of the Board of Directors ("Chairperson") shall chair every shareholders' meeting. When the Chairperson by reason of leave or otherwise is unable to exercise such power of office, the Chairperson shall designate a Director as deputy to chair the meeting, failing which the Directors shall select one from among themselves to chair the meeting.

- Article 17 Unless otherwise provided by the Company Act a resolution of a shareholders' meeting shall be made with the approval of a majority of the voting rights of the shareholders present at a meeting at which shareholders representing a majority of the total issued shares are present.
- Article 18 Each shareholder of the Corporation is entitled to one vote for each share held. However, a shareholder shall have no voting rights if any event specified in Article 179 of the Company Law occurs.
- Article 19 Resolutions adopted at a shareholders' meeting shall be recorded in the minutes of the meeting pursuant to the Article 183 of the Company Act.

Chapter 4 Directors, Board of Director

- Article 20 The Board of Directors of the Corporation shall consist of not less than 7 and not more than 9 Directors, and the Board of Directors is empowered to determine the number of Directors. The Directors shall serve a term of office of 3 years and are eligible for re-election and re-appointment, and shall be elected at a shareholders' meeting from candidates with disposing capacity.

Among the above-mentioned number of directors, the number of independent directors shall not be less than three, and shall not be less than one-fifth of the number of directors. Independent directors shall adopt a candidate nomination system, and shall be selected by the shareholders' meeting from the list of candidates for independent directors.

The professional qualifications, shareholding, part-time job restrictions, nomination and election methods, and other matters to be followed for independent directors shall be handled in accordance with the relevant regulations of the securities regulatory authority.

The total number of registered shares held by all directors and their percentages shall be governed by the regulations of the competent securities authority.

The directors of the Company shall have more than half of the seats, and at least one of them shall not have any of the following relationships.

1. Spouse.
2. Relatives within the second degree of kinship.

- Article 20-1 The Corporation shall set up an audit committee in accordance with Article 14-4 of the Securities and Exchange Act, which shall be composed of by all independent directors, the number of committee members should not be less than three, one of them shall be the convener, and at least one of them should have accounting or financial expertise; the exercise of powers and related matters of the audit committee and its members shall be handled in accordance with the Securities and Exchange Act and related laws and regulations .

- Article 21 If the board of directors does not have an executive director, more than two-thirds of the directors present and the consent of more than half of the directors present shall elect one of them as the chairman to represent the Company externally. When the chairman asks for leave or is unable to perform his duties for some reason, his agency shall be handled in accordance with Article 208 of the Company Law.

- Article 22 When vacancies on the Board of Directors reach one-third of the total number of Directors, the Board of Directors shall within 60 days conduct a shareholders' meeting to elect new Directors to serve the remainder of the unexpired term.
- Article 23 The Board of Directors is vested with the following power and functions:
1. Deliberation of all significant bylaws and rules.
 2. Deliberation of business plans.
 3. Deliberation of budgets and final accounts.
 4. Drawing up proposals for the distribution of profits and offsetting of losses.
 5. Drawing up proposals for increases or decreases in capital.
 6. Deliberation of the appointment and removal of significant Managerial Officers.
 7. Execute the resolutions of the shareholders' meeting.
 8. Other functions and powers conferred by laws and regulations and the shareholders' meeting.
- Article 24 A board of directors meeting shall be convened by the chairman once every three months. When convening a board of directors meeting, the reasons shall be stated, and the directors shall be notified seven (7) days in advance. However, in case of emergency, a board of directors meeting may be convened at any time. A board of directors meeting shall be notified to all directors in writing, email (E-MAIL) or fax.
- Directors should be present in person at board meetings. A Director unable to be present at a meeting may appoint another Director to act at the meeting on behalf of such absent Director, but shall in each instance issue a proxy form specifying the scope of authorization with respect to the reasons of the meeting. For the purpose of the preceding paragraph, a Director may accept only one appointment per meeting.
- Article 25 If a shareholders' meeting is convened by the board of directors, the chairperson shall be elected in accordance with Article 208, Paragraph 3 of the Company Act.
- If it is convened by a person other than the board of directors, the chairperson shall be the person with the right to convene, and if there are two or more persons are entitled to convene the meeting, one of them should be elected from each other as the chairperson
- Article 26 Unless otherwise provided by the Company Act, a resolution of the Board of Directors shall be made with the approval of a majority of the Directors present at a meeting at which a majority of the Directors is present.
- Chapter 5 Managerial Officers**
- Article 27 The Corporation shall have several Managerial Officers and the proposal for their appointment, removal and remuneration shall be raised by the Chairman of the Board of Directors and submitted for approval by resolution of the Board of Directors meeting with the attendance of more than half of the directors and the consent of more than half of the directors present.
- Article 28 The general manager is ordered by the board of directors to manage the Company's business, and the deputy general manager assists the general manager in handling the business. When the general manager is unable to perform his duties due to some circumstances, the deputy general manager acts as his agent, and the deputy general manager assists the general manager and the deputy general manager in handling daily

affairs.

- Article 29 The remuneration of all the directors of the Company shall be decided at the authorized board meeting in accordance with the usual industry standard. In addition, the remuneration of directors, managers and other employees of the Company must be paid regardless of profit or loss.

Chapter 6 Accounting

- Article 30 The fiscal year of the Corporation shall begin on January 1 of each year and end on December 31 of the same year. After the end of each fiscal year, the Board of Directors shall prepare the final annual account report and financial statements.

- Article 31 After the end of each fiscal year, the Board of Directors shall prepare the following documents, have them audited by the Audit Committee and submit them to a regular shareholders' meeting for recognition:

1. A business report.
2. Financial statements.
3. A proposal for the distribution of profits or offsetting of losses.

- Article 32 If the final annual accounts of the Corporation show a net profit for a given year, it shall allocate not less than 1 percent of the net profit as profit-sharing bonuses to employees, which shall be distributed by the board of directors in the form of stock or cash distributions, and the recipients of the distribution include employees of affiliated companies who meet certain conditions; the Company can increase the amount of profits, and the board of directors decides to allocate no more than 3% of directors' remuneration. Proposals on the distribution of employee bonuses and director remuneration shall be reported to the shareholders' meeting, provided, however, that if the Corporation still has any accumulated loss, it shall first set aside the amount to offset the loss before such allocation, then allocate employee bonuses and director remuneration in proportion to the preceding paragraph.

If the final annual accounts of the Corporation show a net profit for a given year, the profit-seeking enterprise income tax shall be fully paid in accordance with the law, and one-tenth of the previous year's losses shall be set aside as the legal reserve. If the board of directors thinks it is necessary, the special surplus reserve may be withdrawn or reversed according to the law after being approved by the shareholders' meeting; if there is still a remaining balance, together with the accumulated undistributed earnings, shall be drafted by the board of directors with a surplus distribution proposal, and submit the proposal to a shareholders' meeting for resolution on the distribution of dividends to shareholders.

Cash dividends shall not be less than 5% of the total shareholder dividends paid in the current year. If the cash dividends are less than one New Taiwan Dollar per share, they may not be paid, but may be paid as stock dividends. The capital budget is drafted and issued after approval by the shareholders' meeting and the competent authority.

Chapter 8 Supplementary Provisions

- Article 33 All matters not covered by these Articles of Incorporation shall be governed by

the Company Act and other applicable laws and regulations.

Article 34 These Articles of Incorporation shall be adopted separately by the Board of Directors and took effect after approval by the competent authority.
Any amendment of these Articles of Incorporation shall apply *mutatis mutandis* to this regulation

Article 35 These Articles of Incorporation were adopted at the meeting of all promoters on September 10, 1955. The first amendment was made on June 15, 1956; the second on April 19, 1959;
the third on May 2, 1960;
the fourth on July 28, 1962;
the fifth on April 28, 1963;
the sixth on May 23, 1965;
the seventh, May 14, 1967;
the eighth on October 28, 1967;
the ninth on May 12, 1969;
the tenth on August 16, 1969;
the eleventh on May 28, 1971;
the twelfth on November 14, 1974;
the thirteenth on December 6, 1975;
the fourteenth on March 8, 1978;
the fifteenth on April 19, 1980;
the sixteenth on June 30, 1980;
the seventeenth on May 21, 1982;
the eighteenth on June 20, 1986;
the nineteenth on February 21, 1987;
the twentieth on April 16, 1988;
the twenty-first on June 20, 1989;
the twenty-second on June 19, 1990;
the twenty-third on 23rd May 8, 1991;
the twenty-fourth on 24th June 16, 1995;
the twenty-fifth on June 13, 1996;
the twenty-sixth on May 24, 1997;
the twenty-seventh on 27th May 24, 1997;
the twenty-eighth on December 26, 1997;
the twenty-ninth on December 26, 1997;
the thirtieth on May 27, 1998;
the thirty-first on June 24, 1999;
the thirty-second on June 20, 2000;
the thirty-third on June 29, 2001;
the thirty-fourth on June 28, 2002;
the thirty-fifth on June 12, 2003;
the thirty-sixth on June 28, 2004;
the thirty-seventh on June 29, 2005;
the thirty-eighth on May 8, 2006;
the thirty-ninth on June 3, 2009;
the fortieth on June 21, 2012;
the forty-first on September 5, 2014;
the forty-second on June 25, 2015;
the forty-fourth on June 27, 2016;

the forty-fifth on June 11, 2020;
the forty-sixth on July 22, 2021; and
the forty-seventh on June 21, 2022;

San Di Properties Co., Ltd.

Chairman: **Chung, Yu-Ling**

Appendix 3

San Di Properties Co., Ltd.

Rules of Procedure for Shareholder Meetings

- Article 1 To establish a good governance system, sound supervisory capabilities, and strong management capabilities for the Company's shareholders' meetings, and pursuant to Article 5 of the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies, the Company adopts these Rule
- Article 2 The Company's Rules of Procedure for Shareholders' Meetings shall, except as otherwise provided by law, regulations, or the Company's Articles of Incorporation, be as provided in these Rules
- Article 3 (Convening shareholders' meetings and notices regarding shareholders' meetings)

Except where otherwise provided by law or regulations, the Company's shareholders' meetings shall be convened by the Board of Directors.

Changes in the manner of convening a shareholders' meeting must be made via resolutions of the Board of Directors, and shall be made no later than mailing of the shareholders' meeting notice.

The Company shall prepare electronic versions of the notice of shareholders' meeting; proxy forms; and reasons for and explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, and the election/dismissal of directors, and shall upload said materials to the Market Observation Post System (MOPS) at least 30 days before the date of a regular shareholders' meeting and at least 15 days before the date of a special shareholders' meeting. The Company shall also prepare electronic versions of the shareholders' meeting agenda book and the supplemental meeting materials and upload them to the MOPS at least 21 days before the date of a regular shareholders' meeting and at least 15 days before the date of a special shareholders' meeting. However, in the case of a TWSE or TPEX listed Company with paid-in capital reaching NT\$10 billion or more as of the last day of the most recent fiscal year, or in which the aggregate shareholding percentage of foreign investors and Mainland Chinese investors reached 30% or more as recorded in the shareholders' register at the time of holding of the regular shareholders' meeting in the most recent 45 fiscal year, it shall upload the aforesaid electronic file by 30 days prior to the day on which the regular shareholders' meeting is to be held. In addition, at least 15 days before the date of the shareholders' meeting, 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 book and supplemental materials shall also be displayed at the Company and the professional shareholder services agent designated thereby.

The Company shall make the meeting agenda book 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 in-person shareholders' meetings, these materials shall be distributed on-site at the meeting.
2. For hybrid shareholders' meetings, these materials shall be distributed on-site at the meeting and electronic files shall be shared on the virtual meeting platform.
3. For virtual-only shareholders' meeting, electronic files shall be shared on the virtual meeting platform.

The reasons for convening a shareholders' meeting shall be specified in the notice of meeting and public announcement. With the consent of the addressee, the notice of meeting may be given in electronic form. Election or dismissal of directors, amendments to the Company's Articles of Incorporation, reduction of capital, application for the approval of ceasing the Company's status as a public Company, approval of competing with the Company by directors, surplus profit distributed in the form of new shares, reserve distributed in the form of new shares, the dissolution, merger, or demerger of the Company, or any matter under Article 185, Paragraph 1 of the Company Act, Articles 26-1 and 43-6 of the Securities and Exchange Act, or Articles 56-1 and 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be set out in the notice of the reasons for convening the shareholders' meeting.

None of the above matters may be raised as an extemporary motion. Where both re-election of all directors and their inauguration dates are stated in the notice of the reasons for convening the shareholders' meeting, after the completion of the re-election in said meeting, such inauguration dates may not be altered by any extemporary motion or otherwise in the same meeting. A shareholder holding one percent or more of the total number of issued shares may submit a proposal to the Company for discussion at a regular shareholders' meeting. The number of matters proposed is limited to one only, and no proposal containing more than one matter shall be included in the meeting agenda. When the circumstances of any Subparagraph of Article 172-1, Paragraph 4 of the Company Act apply to a proposal put forward by a shareholder, the Board of Directors may exclude it from the agenda. A shareholder may propose a recommendation for urging the Company to promote public interests or fulfill its social responsibilities, provided that procedurally the number of matters proposed is limited to one only in accordance with Article 172-1 of the Company Act, and no proposal containing more than one matter shall be included in the meeting agenda.

Prior to the book closure date before a regular shareholders' meeting is held, the Company shall publicly announce its acceptance of shareholder proposals in writing or electronically, and the location and time period for their submission; the period for submission of shareholder proposals shall not be less than 10 days.

Shareholder-submitted proposals are limited to 300 words, and no proposal containing more than 300 words shall be included in the meeting agenda. The shareholder making the proposal shall be present, in person or by proxy, at the regular shareholders' meeting and shall take part in discussion of the proposal.

The Company shall, prior to preparing and delivering the shareholders' meeting notice, inform, by a notice, all the proposal submitting shareholders of the proposal screening results, and shall list in the shareholders' meeting notice the proposals conforming to the requirements set out in this Article.

With regard to the proposals submitted by shareholders but not included in the agenda of the meeting, the cause of exclusion of such proposals and explanation shall be made by the board of directors at the shareholders' meeting to be convened.

Article 4 For each shareholders' meeting, a shareholder may appoint a proxy to attend the meeting by providing the proxy form issued by the Company and stating the scope of the proxy's authorization.

A shareholder may issue only one proxy form and appoint only one proxy for any given shareholders' meeting, and shall deliver the proxy form to the Company five days before the date of the shareholders' meeting. When duplicate proxy forms are delivered, the one received earliest shall prevail, unless a declaration is made to cancel the previous proxy appointment.

After a proxy form has been delivered to the Company, if the shareholder intends to attend the meeting in person or to exercise voting rights by correspondence or electronically, a written notice of proxy cancellation shall be submitted to the Company two days before the date of the shareholders' meeting. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.

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 days before the date of the shareholders' meeting. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.

Article 5 (Principles for determining the venue and time of a shareholders' meeting)

The venue for a shareholders' meeting shall be the Company's premises, or a place easily accessible to shareholders and suitable for a shareholders' meeting. The meeting shall begin no earlier than 9 a.m. and no later than 3 p.m. Full consideration shall be given to the opinions of the independent directors with respect to the venue and time of the meeting.

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

Article 6: (Preparation of attendance books and other documents)

The Company shall specify in its shareholders meeting notices the time during which shareholder attendance registrations will be accepted, the place to register for attendance, and other matters for attention.

The time during which attendance registrations for shareholders, solicitors and proxies (collectively referred to as “shareholders”) will be accepted shall be at least 30 minutes prior to the time the meeting starts. The place at which attendance registrations are accepted shall be clearly marked, and a sufficient number of competent personnel shall be 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 shall be deemed to have attended the shareholders’ meeting in person.

Shareholders and their proxies (collectively, "shareholders") shall attend shareholders meetings based on attendance cards, sign-in cards, or other certificates of attendance. The Company may not arbitrarily add requirements for other documents beyond those showing eligibility to attend presented by shareholders. Solicitors soliciting proxy forms shall also bring identification documents for verification.

The Company shall furnish the attending shareholders with an attendance book to sign, or attending shareholders may hand in a sign-in card in lieu of signing 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, preprinted 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 may 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 date of the shareholders’ meeting.

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 shall make this information available until the end of the meeting.

Article 6-1 (Convening virtual shareholders’ meetings and particulars to be included in shareholders’ meeting notices)

To convene a virtual shareholders’ meeting, the Company shall include the following particulars in the shareholders’ meeting notice:

1. How shareholders shall attend the virtual meeting and exercise their rights.
2. 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. This shall cover, at a minimum, the following

particulars:

- (1) The time to which the meeting shall be postponed or from which time the meeting shall resume if the above obstruction continues and cannot be resolved, and the date to which the meeting shall be postponed or on which the meeting will resume.
 - (2) Shareholders who have not registered to attend an affected virtual shareholders' meeting shall not attend the postponed or resumed session.
 - (3) In the event of a hybrid shareholders' meeting, when the virtual meeting cannot be continued, if, after deducting those represented by shareholders attending the virtual shareholders' meeting online, the total number of shares represented at the meeting meets the minimum legal requirement for a shareholders' 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 to have abstained from voting on all proposals on that shareholders' meeting agenda.
 - (4) Measures to be taken if the outcome of all proposals has been announced but extemporary motions have not yet been proceeded with.
3. When the Company convenes a virtual-only shareholders' meeting, it furthermore shall specify appropriate alternative measures available to shareholders who have difficulty taking part in a virtual shareholders' meeting.

Article 7 (The chair and non-voting participants of a shareholders' meeting)

If a shareholders' meeting is convened by the Board of Directors, the meeting shall be chaired by the Chairman of the Board. When the Chairman of the Board is on leave or for any reason unable to exercise the powers of the Chairman, the Chairman shall appoint one of the directors to act as chair. Where the Chairman does not make such a designation, the directors shall select from among themselves one person to serve as chair.

When a managing director or a director serves as chair, as referred to in the preceding paragraph, the managing director or director shall be one who has held that position for six months or more and who understands the financial and business conditions of the Company. The same shall be true for a representative of a juristic person director that serves as chair.

It is advisable that shareholders meetings convened by the board of directors be chaired by the Chairman of the board in person and attended by a majority of the directors, at least one supervisor in person, and at least one member of each functional committee on behalf of the committee. The attendance shall be recorded in the meeting minutes.

If a shareholders' meeting is convened by a party with the power to convene that is not the Board of Directors, the convening party shall chair the meeting. When there are two or more such convening parties, they shall mutually select

a chair from among themselves.

The Company may appoint its attorneys, certified public accountants, and related persons retained by it to attend a shareholders' meeting in a nonvoting capacity, and to answer related questions during the proceedings.

Article 8 (Documentation of a shareholders' meeting via audio or video)

The Company shall make an uninterrupted audio and video recording of the shareholders' meeting, from the beginning to end, and shall retain the recording for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.

For a virtual shareholders' meeting, 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 shall make continuous and uninterrupted audio and video records of the proceedings of the virtual meeting, from beginning to end.

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

Article 9 Attendance at shareholders' meetings shall be calculated based on numbers of shares. The number of shares in attendance shall be calculated in accordance with 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 via correspondence or electronically.

The chair shall call the meeting to order at the appointed meeting time and disclose information concerning the number of non-voting shares and number of shares represented by shareholders attending the meeting.

However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement; there shall be no more than two such postponements, for a combined total of no more than one hour, may be 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 on the virtual meeting platform.

If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted in accordance with Article 175, Paragraph 1 of the Company Act; all shareholders shall be notified of the tentative resolution and another

shareholders' meeting shall be convened within one month. In the event of a virtual shareholders' meeting, shareholders wishing to attend the meeting online shall re-register to the Company in accordance with Article 6.

When, prior to the conclusion of a meeting, the attending shareholders reach a majority of the total number of issued shares, the chair may resubmit the tentative resolution for a vote by the shareholders' meeting in accordance with Article 174 of the Company Act.

Article 10 (Proposal Discussion)

If a shareholders' meeting is convened by the Board of Directors, the meeting agenda shall be set by the Board of Directors. Votes shall be cast on each separate proposal in the agenda (including extemporary motions and amendments to the original proposals set out in the agenda). The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders' meeting.

The provisions of the preceding paragraph apply, *mutatis mutandis*, to a shareholders' meeting convened by a party with the power to convene that is not the Board of Directors.

The chair may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda of the preceding two paragraphs (including extemporary motions), except by a resolution of the shareholders' meeting. If the chair declares the meeting adjourned in violation of the rules of procedure, the other members of the Board of Directors shall promptly assist the attending shareholders in electing a new chair in accordance with statutory procedures, by agreement of a majority of the votes represented by the attending shareholders, and then continue the meeting.

When the chair is of the opinion that a proposal, its amendments, or extemporary motions put forward by the shareholders have been discussed sufficiently to put such to a vote, the chair may announce the discussion closed, call for a vote, and schedule sufficient time for voting.

Article 11 (Shareholder speeches)

Before speaking, an attending shareholder must specify on a speaker's slip the subject of the speech, his/her/its shareholder account number (or attendance card number), and account name. The order in which shareholders speak shall be set by the chair.

A shareholder in attendance who has submitted a speaker's slip but does not actually speak shall be deemed not to have spoken. When the content of the speech does not correspond to the subject given on the speaker's slip, the spoken content shall prevail.

Shareholders are allowed to speak or raise a question regarding the matters on the agenda only after all the matters on the agenda have been read out or reported by the chair or his/her/its appointee. A shareholder may not speak more than twice, and a single speech may not exceed five minutes. If a

shareholder's speech violates the rules stipulated in the preceding paragraph or exceeds the scope of the agenda item, the chair may terminate the speech.

When an attending shareholder is speaking, other shareholders may not speak or interrupt unless they have sought and obtained the consent of the chair and the shareholder that has the floor; the chair shall stop any violations.

When a juristic person shareholder appoints two or more representatives to attend a shareholders' meeting, only one of the representatives so appointed may speak on the same proposal. After an attending shareholder has spoken, the chair may respond in person or direct relevant personnel to respond.

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 time the chair declares the meeting open until the chair declares 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.

If the question in the preceding paragraph does not violate the regulations or exceed the scope of the proposal, it is advisable to disclose the question on the video conferencing platform of the shareholders meeting for public awareness.

Article 12 (Calculation of voting shares and recusal system)

Voting at a shareholders' meeting shall be calculated based on the number of shares.

With respect to resolutions of shareholders' meetings, the number of shares held by a shareholder with no voting rights shall not be calculated as part of the total number of issued shares.

When a shareholder is an interested party in relation to an agenda item, and there is the likelihood that such a relationship would prejudice the Company's interests, that shareholder shall not vote on that item, nor shall they exercise voting rights as proxy for any other shareholder.

The number of shares for which voting rights may not be exercised under the preceding paragraph shall not be calculated as part of the voting rights represented by attending shareholders.

With the exception of a trust enterprise or a shareholder services agent approved by the competent securities authority, when one person is concurrently appointed as proxy by two or more shareholders, the voting rights represented by that proxy shall not exceed three (3) percent of the voting rights represented by the total number of issued shares. If that percentage is exceeded, the voting rights in excess of that percentage shall not be included in the calculation.

Article 13 A shareholder shall be entitled to one vote for each share held, except when the shares are restricted shares or are deemed to be non-voting shares under

Article 179, Paragraph 2 of the Company Act.

When the Company holds a shareholders' meeting, it shall adopt exercise of voting rights by electronic means or by correspondence. When voting rights are exercised by correspondence or electronic means, the method of exercise shall be specified in the shareholders' meeting notice.

A shareholder exercising voting rights by correspondence or electronic means shall be deemed to have attended the meeting in person, but to have waived his/her/its rights with respect to the extemporary motions and amendments to original proposals of that meeting.

A shareholder intending to exercise voting rights by correspondence or electronic means under the preceding paragraph shall deliver a written declaration of intent to the Company two days before the date of the shareholders' meeting. When duplicate declarations of intent are delivered, the one received earliest shall prevail, except when a declaration is made to cancel the earlier declaration of intent.

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 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. When a shareholder has exercised voting rights both by correspondence or electronic means and by appointing a proxy to attend a shareholders' meeting, the voting rights exercised by the proxy in the meeting shall prevail.

Except as otherwise provided in the Company Act and in the Company's Articles of Incorporation, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders.

When voting, the chair or the person designated by him shall announce the total number of voting rights of the attending shareholders on a case-by-case basis, and the shareholders shall vote on a case-by-case basis, and on the day after the shareholders' meeting, the shareholders' approval, objection and abstention results shall be entered into the Market Observation Post System (MOPS).

When there is an amendment or an alternative to a proposal, the chair shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. When any one among them is passed, the other proposals shall then be deemed rejected, and no further voting shall be required.

Vote monitoring and counting personnel for the voting on a proposal shall be

appointed by the chair, provided that all monitoring personnel shall be the shareholders of the Company . Vote counting shall be conducted in public at the place of the shareholders' meeting. The results of the voting shall be announced on-site at the meeting, and a record made of the vote.

When the Company convenes a virtual shareholders' meeting, after the chair declares the meeting open, shareholders attending the meeting online shall cast votes on proposals and elections on the virtual meeting platform before the chair announces that the voting session has ended, or they shall be deemed to have 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 in-person 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 via correspondence or electronic means, unless they have withdrawn the declaration of intent and attended the shareholders' meeting online, except for extemporaneous motions, they shall not exercise voting rights on the original proposals, make any amendments to the original proposals, nor exercise voting rights on amendments to the original proposal.

Article 14 (Matters related to election)

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 with which they were elected, as well as the names of directors not elected and number of votes they received.

The ballots for elections referred to in the preceding paragraph shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least one year. If, however, a shareholder files a lawsuit in accordance with Article 189 of the Company Act, the ballots shall be retained until the conclusion of the litigation

Article 15 Matters relating to the resolutions of a shareholders' meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chair of the meeting, and a copy distributed to each shareholder within 20 days after the conclusion of the meeting. The meeting minutes may be produced and distributed in electronic form.

The Company may distribute the meeting minutes of the preceding paragraph

by means of a public announcement made through the MOPS.

The meeting minutes shall accurately record the year, month, day, and venue of the meeting, the chair's full name, the methods by which resolutions were adopted, and a summary of the deliberations and their voting results (including the number of voting rights), and, in the event of an election of directors, the number of voting rights won by each candidate shall also be disclosed. 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 full 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 shareholders' meeting, other than compliance with the requirements in the preceding paragraph, the Company shall specify in the meeting minutes the alternative measures available to shareholders who have difficulties in attending a virtual-only shareholders' meeting online.

Article 16 (Public disclosure)

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 venue 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 make this information available 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 by the attending shareholders shall be disclosed on the virtual meeting platform. The same shall apply whenever the total number of shares represented by the attending shareholders is calculated and a new tally of votes is released during the meeting.

If matters put to a resolution at a shareholders' meeting constitute material information under applicable laws or regulations or under Taiwan Stock Exchange Corporation regulations, the Company shall upload the content of such resolution to the MOPS within the prescribed time period.

Article 17 (Maintaining order at the meeting place)

Staff handling administrative affairs for a shareholders' meeting shall wear identification cards or arm bands.

The chair may direct the proctors or security personnel to help maintain order at the meeting place. When proctors or security personnel help maintain order

at the meeting place, they shall wear an identification card or armband bearing the word “Proctor”.

At the place of a shareholders’ meeting, if a shareholder attempts to speak through any device other than the public address equipment set up by the Company, the chair may prevent the shareholder from so doing.

When a shareholder violates the Rules of Procedure and defies the chair’s correction, obstructing the proceedings and refusing to heed calls to stop, the chair may direct the proctors or security personnel to escort the shareholder from the meeting.

Article 18 (Recess and resumption of a shareholders’ meeting)

When a meeting is in progress, the chair may announce a break based on considerations of time. If a force majeure event occurs, the chair 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 five (5) days in accordance with Article 182 of the Company Act.

Article 19 (Disclosure of information at virtual meetings)

In the event of a virtual shareholders’ meeting, the Company shall in accordance with the regulations disclose real-time voting and election results immediately after the end of the voting session on the virtual meeting platform, and this disclosure shall continue at least 15 minutes after the chair has announced the meeting adjourned.

Article 20 (Location of the chair and secretary of virtual-only shareholders’ meeting)

When the Company convenes a virtual-only shareholders’ meeting, both the chair and secretary shall be in the same location, and the chair shall announce said location’s address when the meeting is called to order.

Article 21 (Handling of disconnection)

If the shareholders’ meeting is held by video conference, the Company may provide shareholders with a simple connection test before the meeting, and provide relevant services immediately before the meeting and during the meeting to assist in dealing with technical problems in communication.

If the shareholders meeting is convened by videoconference, the chair shall, when announcing the opening of the meeting, separately announce that there is no need to postpone or continue the meeting, except for the circumstances stipulated in Article 44-24 of the Standards for the Handling of Stock Affairs of Public Offering Companies.

In the event of a virtual shareholders’ meeting, 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 30 minutes or longer, 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.

When a Company postpones or reconvenes a meeting under paragraph 2, shareholders who registered to take part by video conferencing in the originally scheduled shareholders' meeting and completed sign-in, but do not participate in the postponed or reconvened meeting, the number of shares represented by them and voting rights and election rights exercised by them shall be counted toward the total number of shares, number of voting rights and number of election rights of shareholders represented at the postponed or reconvened meeting.

During a postponed or resumed session of a shareholders' meeting held under the paragraph 1, 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 paragraph 2, 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 shareholders' meeting, then the shareholders' meeting shall continue, and no postponement or resumption thereof under paragraph 2 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 to have abstained from voting on all proposals on that shareholders' meeting agenda.

When postponing or resuming a meeting in accordance with paragraph 2, 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 and periods set forth under Article 12, second half, and Article 13, Paragraph 3 of the 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 such a matter based on the date of the shareholders' meeting that is postponed or resumed under paragraph 2.

Article 22 (Handling of a virtual shareholders' meeting online)

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.

Article 23 These rules will be implemented after approval by the shareholders' meeting and any amendment herein shall apply mutatis mutandis to this regulation. These rules have been approved by the regular shareholders' meeting of the Company dated June 20, 1989 for execution;

1. The first revision was made on May 27, 1998;
2. The second revision was made on July 22, 2021;
3. The fourth revision was made on June 21, 2022.

Appendix 4

San Di Properties Co., Ltd.

Summary Table of Directors' Shareholdings

1. Pursuant to the provisions specified under Article 3 of the “Regulations Governing Content and Compliance Requirements for Shareholders' Meeting Agenda Handbooks of Public Companies”, the shareholders' meeting agenda handbook shall contain the shareholding status of the directors and supervisors.
2. The total number of issued shares of the Company is 91,205,759 shares. According to Article 26 of the Securities and Exchange Act and Article 2 of the "Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies", the total registered shares owned by all directors shall not be less than 7,296,460 shares
3. The number of shares held by the directors of the Company as recorded in the register of shareholders as of the closing date of the shareholders meeting is as follows:

Title	Name	Book Closure Date Shareholding	Current Shareholding	Remarks
Chairman	Lou Ying Investment Co., Ltd, Representative: Chung Yu-Ling	6,226,333	8.74%	
Director	Lou Ying Investment Co., Ltd, Representative: Lee, Tsun-Hsi			
Director	De Mei Investment Co., Ltd. Representative : Chiang, Shih-Yuan	984,348	1.38%	
Director	De Mei Investment Co., Ltd. Representative: Tsai, Yu-Ming			
Independent Director	Gu, Mou-Chin	0	0.00%	
Independent Director	Hong, Ying	0	0.00%	
Independent Director	Hsiao, Chin-Chung	0	0.00%	
Shares held by all directors		7,210,681	10.12%	

Appendix 5 Other matters

Handling Status to the Proposals Raised by the Shareholders of the Company for the 2023 General Meeting of Shareholders

Explanation:

1. In accordance with Article 172-1 of the Company Law, shareholders who hold more than 1% of the total number of issued shares may submit a proposal to the general meeting of shareholders of a Company in writing, but it is limited to raise one (1) proposal only, and the proposal is strictly limited to maximum 300 characters.
2. The Company's 2023 General Meeting of Shareholders accepts shareholder proposals from April 8, 2023 to April 17, 2023, and has been announced on the Market Observation Post System (MOPS) according to law.
3. The Company has not received any shareholder proposals.