

Stock Code: 1438

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

**2024 Annual Meeting of Shareholders
(Translation)**

Meeting Handbook

Meeting Date: June 26, 2024 (Tuesday), at 10:00 a.m.

Meeting Place: No. 118, Jinding Rd., Sanmin Dist., Kaohsiung City, Taiwan
(Jin Shi Hu Hotel, the 3rd Floor, Conference Hall)

Method type: Physical shareholders' meeting

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This English translation is prepared in accordance with the Chinese version and is for reference only. If there is any inconsistency between the Chinese version and this translation, the Chinese version shall prevail.

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San Di Properties Co., Ltd.

(Former Name: Yu Foong International Corporation)

Meeting Procedures for the 2024 Annual Meeting of Shareholders

- 1. Call the Meeting to Order**
- 2. Chairman's Address**
- 3. Report Items**
- 4. Ratification Items**
- 5. Discussion Items**
- 6. Election Items**
- 7. Other Proposals**
- 8. Extraordinary Motions**
- 9. Adjournment**

San Di Properties Co., Ltd.

(Former Name: Yu Foong International Corporation)

Agenda for 2024 Annual Meeting of Shareholders

Meeting Date: June 26, 2024 (Tuesday), at 10:00 a.m.

Meeting Place: No. 118, Jinding Rd., Sanmin Dist., Kaohsiung City, Taiwan
(Jin Shi Hu Hotel, the 3rd Floor, Conference Hall)

Method type: Physical shareholders' meeting

1. Call the Meeting to Order (Report the numbers of shareholders present at the meeting)
2. Chairman's Address
3. Report Items
 - (1) 2023 Business Report
 - (2) Audit Committee's Review Report on the 2023 Financial Statements
 - (3) Report on the Profit Distribution for 2023
 - (4) The Status of Endorsements and Guarantees
 - (5) Amendment to the "Rules and Procedures of Board Directors Meeting"
4. Ratification Items
 - (1) Adoption of the 2023 Business Report and Financial Statements
 - (2) Adoption of the 2023 profit and loss appropriation account statement
5. Discussion Items
 - (1) Amendment to the "Procedures for Acquisition or Disposal of Assets"
 - (2) Amendment to the "Procedures for Financial Derivatives Transactions"
 - (3) Amendment to the "Procedures for Lending Funds to Others"
 - (4) Amendment to the "Procedures for Endorsements and Guarantees"
 - (5) Amendment to the "Articles of Incorporation"
6. Election Items
 - (1) Re-election of the members of the Board of Directors
7. Other Proposals
 - (1) To Release non-competition restriction on Directors and representative
8. Extraordinary Motions
9. Adjournment

The Chairman shall decide a vote to be held on individual proposals, or on whole or part of the proposals before the extempore motions by casting a vote.

Report Items

Item 1: 2023 Business Report, please take note.

Explanation: The 2023 Business Report is attached hereto as Attachment 1.

Item 2: Audit Committee's Review Report on the 2023 Financial Statements, please take note.

Explanation: The 2023 Audit Committee's Review Report is attached hereto as Attachment 2.

Item 3: Report on the Profit Distribution for 2023, please take note.

Explanation: The Company's 2023 net loss after tax was NT\$64,954,718. Therefore, there was no Distribution of Employee Bonus and Directors Remuneration for the fiscal year 2023.

Item 4: The Status of Endorsements and Guarantees, please take note.

Explanation: As of December 31, 2023, the Company and the King's Town Construction Co., Ltd. signed a joint development project for the N.Sec., Kanchiao, Rende Dist., Tainan City as co-builder, mutual guarantees of the joint financing amount, and an endorsement guarantee of NT\$2,000,000,000 was made on.

Item 5: Amendment to the "Rules and Procedures of Board Directors Meeting", please take note.

Explanation: 1. In order to comply with the order (Ref. No 20230383996) issued by the Financial Supervisory Commission dated January 11, 2024, on January 11, 2020, it is proposed to amend the Company's "Rules and Procedures of Board Directors Meeting".

2. For the comparison table of revised provisions of the "Rules and Procedures of Board Directors Meeting", is attached hereto as Attachment 3.

Ratification Items

Item 1: Adoption of the 2023 Business Report and Financial Statements (Proposed by the Board of Directors)

Explanation: 1. The Company's Board of Directors has approved the 2023 Business Report and financial statements. The financial statements have been audited by the CPAs Yung-Hsiang Chen and Kuo-Tsung 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 hereto as Attachment1; the Independent Auditor's Report and the Financial Statements are attached hereto as Attachment4.

Resolution:

Item 2: Adoption of the 2023 profit and loss appropriation account statement (Proposed by the Board of Directors)

Explanation: 1. The Company's 2023 net loss after tax was NT\$64,954,718. The distributable surplus as of December 31, 2013 was NT\$ 233,235,374, and the special surplus reserve was set aside until the undistributed surplus was NT\$ 0. The deficit compensation statement for 2023 is attached as follows:

2. Because there was no profit gained in 2023, therefore, no earning is distributable for the fiscal year 2023.

San Di Properties Co., Ltd.
2023 Deficit Compensation Statement

Unit: NT\$

Item	Amount	
	Sub-total	Total
Unappropriated retaining earnings at the beginning of the period		298,190,092
Less: After-tax net loss of this year	(64,954,718)	
Distributable earnings at the end of the period		233,235,374
Recorded items:		
Less: Set Aside 10% As The Statutory Surplus Reserve	0	
Less: Set Aside As Special Reserve	0	
Unappropriated retaining earnings at the end of the period		233,235,374

Chung, Yu-Lin
Chairman of the Board

Chuan, Chun-Yu
President

Tseng, Li-Fang
Accounting Manager

Resolution:

Discussion Items

Item 1: Amendment to the “Procedures for Acquisition or Disposal of Assets” (Proposed by the Board of Directors)

Explanation: 1. In order to meet the actual requirements of operating business, it is proposed to amend the “Procedures for Acquisition or Disposal of Assets”.
2. A Comparative Table for the Current and Amended “Procedures for Acquisition or Disposal of Assets” is attached hereto as Attachment5.

Resolution:

Item 2: Amendment to the “Procedures for Financial Derivatives Transactions” (Proposed by the Board of Directors)

Explanation: 1. In order to meet the actual requirements of operating business, it is proposed to amend the Procedures for Financial Derivatives Transactions.
2. A Comparative Table for the Current and Amended “Procedures for Financial Derivatives Transactions” is attached hereto as Attachment6.

Resolution:

Item 3: Amendment to the “Procedures for Lending Funds to Others” (Proposed by the Board of Directors)

Explanation: 1. In order to meet the actual requirements of operating business, it is proposed to amend the “Procedures for Lending Funds to Others”.
2. A Comparative Table for the Current and Amended Procedures for the “Procedures for Lending Funds to Others” is attached hereto as Attachment7.

Resolution:

Item 4: Amendment to the “Procedures for Endorsements and Guarantees” (Proposed by the Board of Directors)

Explanation: 1. In order to meet the actual requirements of operating business, it is proposed to amend the “Procedures for Endorsements and Guarantees”.
2. A Comparative Table for the Current and Amended “Procedures for Endorsements and Guarantees” is attached hereto as Attachment8.

Resolution:

Item 5: Amendment to the “Articles of Incorporation” (Proposed by the Board of Directors)

Explanation: 1. In order to meet future operating needs and increase the flexibility of financing as well as to increase the capital amount, it is proposed to amend the Articles of Association.
2. A Comparative Table for the Current and Amended “Articles of Incorporation” is attached hereto as Attachment9.

Resolution:

Election Items

Item 1: Re-election of the members of the Board of Directors (Proposed by the Board of Directors)

Explanation: 1. The term of office of the 27th directors of the Company (including independent directors) will expire on July 22, 2024, and they should be fully re-elected in accordance with the Company's articles of incorporation and Company law.

2. The seven directors (including three independent directors) proposed to be elected for the 28th term will take office immediately after their election, with a term of three years, from June 26, 2024 to June 25, 2027. The 27th term of office of directors (including independent directors) shall expire upon the completion of this regular shareholders' meeting.

3. The Company adopts a candidate nomination system for the election of directors, and the nomination and election methods are handled in accordance with relevant laws and regulations. A List of Director Candidates by the board of directors on March 10, 2024, is attached hereto as Attachment10.

Election Results:

Other Proposals

Item 1: To Release non-competition restriction on Directors and representative (Proposed by the Board of Directors)

Explanation: 1. According to Article 209 of the Company Law, if a director commits an act within the scope of the Company's business for him/her or others, he/she should explain the important contents of his act to the shareholders' meeting and obtain its permission. Restrictions on non-competition of new directors (including independent directors) and their representatives are therefore proposed for approval.

2. The proposal for List of Proposed Release of Non-competition Restriction on Directors or Their Representatives is attached hereto as Attachment11.

Resolution:

Extempore Motion

Adjournment

Attachment 1

San Di Properties Co., Ltd. 2023 Business Report

1. Financial Results in 2023

In the fiscal year 2023, the Company's operating income was NT\$316,107,000, a decrease of 46.90% compared to NT\$595,265,000 in 2022. The operating gross profit for fiscal year 2023 was NT\$60,272,000, a decrease of 86.55% compared to NT\$448,141,000 in 2022. The operating net profit for fiscal year 2023 was NT\$24,774,000, a decrease of 94.05% compared to NT\$416,623,000 in 2022. The pre-tax net (loss) income for fiscal year 2023 was (NT\$57,764,000), a decrease of 115.19% compared to 380,280,000 in 2022. The earnings per share (EPS) was (NT\$0.71).

Unit: NTS in Thousands; %

Item \ Year	2023	2022	Increase (Decrease) Amount	Variation Rate(%)
Operating Income	316,107	595,265	(279,158)	(46.90)
Operating Gross Profit	60,272	448,141	(387,869)	(86.55)
Operating Gains (Loss)	24,774	416,623	(391,849)	(94.05)
Non-operating Income and Expenses	(82,538)	(36,343)	(46,195)	(127.11)
Net Gains (Loss) Before Tax	(57,764)	380,280	(438,044)	(115.19)
Net Gains (Loss) Current Period	(64,954)	373,549	(438,503)	(117.39)

2. The 2023 Forecast Implementation Status in 2022

The Company's 2023 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 \ Year		2023	2022
Financial Structure	Debt-to-Asset Ratio (%)	82.91	75.66
	Long-term Funds to Property, Plants and Equipments Ratio (%)	1,842,067.30	35,434
Profitability	Return on assets (%)	(6,992.04)	5.53
	Return on shareholders' equity (%)	(3.36)	23.91
	Pre-tax Net Income to Paid-up Capital Ratio (%)	(6.33)	41.69
	Net profit percentage (%)	(20.55)	62.75
	Earnings per share (NTD)	(0.71)	5.17

4. Status of Research and development

Regarding the land development, we have identified areas with development potential. In addition to self-construction on the own lands, we actively seek joint development and sales, urban renewal, and cooperate in development projects for aged and dangerous buildings. We continuously respond to and study relevant regulations to align with the unpredictable market changes. Currently, our land development is concentrated in Kaohsiung City and Tainan City.

Regarding the financial management, the Company adopts flexible fund procurement and allocation strategies. In addition to financing from financial institutions, we operate fund procurement through methods such as cash increases, private placements, corporate bonds,

etc. Additionally, we collaborate with peers through methods like joint construction and joint development to increase revenue and reduce the need for funds.

Regarding the construction technology, the Company is gradually introducing construction management consultants to ensure construction quality and progress. Simultaneously, we actively cultivate in-house supervision and construction capabilities to achieve independent management. Regarding the reduction of construction waste, we start from the source by strengthening the classification of construction site waste and reviewing waste data, promoting the use of recycled products to reduce waste. Additionally, we assess the use of new construction methods such as aluminum formwork to decrease waste generated during the construction process.

Regarding the sales management and customer service, sales are all entrusted to professional sales agents or intermediaries. To improve individual sales performance and after-sales service quality, we plan to rigorously select professional sales agencies in the future. We will also demand strict professionalism from frontline sales staff and enhance their service attitude through training. Additionally, we will select and train after-sales service personnel ourselves to ensure the quality of after-sales service.

Chung, Yu-Lin
Chairman of the Board

Chuan, Chun-Yu
President

Tseng, Li-Fang
Accounting Manager

Attachment 2

San Di Properties Co., Ltd, Audit Committee's Review Report

The Board of Directors hereby furnishes and submits the Company's 2023 Business Report, the 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 2024 General Meeting of Shareholders

San Di Properties Co., Ltd.
Convener of the Audit Committee: **Ku, Mu-Chin**
March 08, 2024

Attachment 3

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

Amended	Original	Reason for Amendment
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 <u>to be held on the same date</u> . 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 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.	Amendments of wordings pursuant to the Regulations Governing Procedures of Board of Directors Meeting of Public Companies
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 <u>If the chairman of the board of directors is unable to preside over the meeting for some reason or fails to declare the adjournment of the meeting in accordance with the provisions of paragraph 2, the provisions of paragraph 3 of Article 7 shall apply mutatis mutandis to the selection and appointment of his agent.</u>	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.	Amendments of wordings pursuant to the Regulations Governing Procedures of Board of Directors Meeting of Public Companies

Amended	Original	Reason for Amendment
Article 19 Any amendment to these Rules and Procedures of Board Directors Meeting shall be approved by the Board of Directors	Article 19 Any amendment to these Rules and Procedures of Board Directors Meeting shall be approved by the Board of Directors If there are any amendments in the future, the board of directors may be authorized to make a resolution. <u>1. These Rules and Procedures were established on April 30, 2003.</u> <u>2. The first Amendment was made on June 28, 2004</u> (Omitted) <u>9. The 8th Amendment was made on March 08, 2024.</u>	In line with the Company's current operational needs, the number of revisions and dates are amended one the top of the table

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. ("the Company"), which comprise the balance sheet as of December 31, 2023 and 2022, the statement of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the financial statements, including a summary of material 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, 2023 and 2022, 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 Financial Statement Audit and Attestation Engagements of Certified Public Accountants and Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the 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 Chen, Yung-Hsiang and Chen, Kuo-Tsung.

KPMG

Taipei, Taiwan (Republic of China)
March 22, 2024

Notes to Readers

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

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

(Expressed in Thousands of New Taiwan Dollars)

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(English Translation of Financial Statements Originally Issued in Chinese)

SANDI PROPERTIES CO., LTD.

Statements of Comprehensive Income

For the years ended December 31, 2023 and 2022

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

		2023		2022	
		Amount	%	Amount	%
4000	Operating revenue (notes 6(r) and 7)	\$ 316,107	100	595,265	100
5000	Operating costs (notes 6(d) and 7)	255,835	81	147,124	25
5900	Gross profit from operations	60,272	19	448,141	75
6000	Operating expenses (notes 6(g),(m),(n),(s) and 12):				
6100	Selling expenses	12,593	4	9,368	1
6200	Administrative expenses	22,905	7	22,150	4
	Total operating expenses	35,498	11	31,518	5
6900	Net operating income	24,774	8	416,623	70
7000	Non-operating income and expenses (notes 6 (g) and (t)):				
7100	Interest income	4,746	2	578	-
7020	Other gains and losses, net	5,803	2	21,826	4
7050	Finance costs	(93,087)	(30)	(58,747)	(10)
	Total non-operating income and expenses	(82,538)	(26)	(36,343)	(6)
7900	Profit before income tax	(57,764)	(18)	380,280	64
7950	Less: Income tax expenses (note 6(o))	7,190	3	6,731	1
	Profit	(64,954)	(21)	373,549	63
8300	Other comprehensive income	-	-	-	-
	Total comprehensive income	\$ (64,954)	(21)	373,549	63
	Earnings per share (note 6(q))				
	Basic earnings per share (NT dollars)	\$ (0.71)		5.17	
	Diluted earnings per share (NT dollars)	\$ (0.71)		5.16	

See accompanying notes to parent company only financial statements.

(English Translation of Financial Statements Originally Issued in Chinese)

SANDI PROPERTIES CO., LTD.

Statements of Changes in Equity

For the years ended December 31, 2023 and 2022

(Expressed in Thousands of New Taiwan Dollars)

	Retained earnings					Total other equity interest	
	Ordinary shares	Capital surplus	Legal reserve	Unappropriated retained earnings	Total	Unrealized gains (losses) on financial assets measured at fair value through other comprehensive income	Total equity
Balance at January 1, 2022	<u>\$ 712,058</u>	<u>344,317</u>	<u>-</u>	<u>76,010</u>	<u>76,010</u>	<u>(22,000)</u>	<u>1,110,385</u>
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	<u>912,058</u>	<u>674,317</u>	<u>3,009</u>	<u>424,550</u>	<u>427,559</u>	<u>-</u>	<u>2,013,934</u>
Loss for the year ended December 31,2023	-	-	-	(64,954)	(64,954)	-	(64,954)
Other comprehensive income for the year ended December 31,2023	-	-	-	-	-	-	-
Total comprehensive income for the year ended December 31,2023	-	-	-	(64,954)	(64,954)	-	(64,954)
Appropriation and distribution of retained earnings:							
Legal reserve appropriated	-	-	35,154	(35,154)	-	-	-
Cash dividends of ordinary share	-	-	-	(91,206)	(91,206)	-	(91,206)
Balance at December 31, 2023	<u>\$ 912,058</u>	<u>674,317</u>	<u>38,163</u>	<u>233,236</u>	<u>271,399</u>	<u>-</u>	<u>1,857,774</u>

See accompanying notes to parent company only financial statements.

(English Translation of Financial Statements Originally Issued in Chinese)
SANDI PROPERTIES CO., LTD.

Statements of Cash Flows

For the years ended December 31, 2023 and 2022

(Expressed in Thousands of New Taiwan Dollars)

	<u>2023</u>	<u>2022</u>
Cash flows from (used in) operating activities:		
Profit before (loss) income tax	\$ (57,764)	380,280
Adjustments:		
Adjustments to reconcile profit (loss):		
Depreciation expense	3,491	1,221
Interest revenue	(4,746)	(578)
Interest expense	93,087	58,747
Gain on disposal of property, plant and equipment	(1,064)	(950)
Gain on rent concessions	-	(800)
Reversal of impairment loss	-	(4,835)
Total adjustments to reconcile profit	<u>90,768</u>	<u>52,805</u>
Changes in operating assets and liabilities:		
Decrease (increase) in accounts receivable	12,080	(12,080)
(Increase) decrease in other receivable	(63,901)	12,354
Increase in other receivable from related parties	(40,674)	(28,757)
Increase in inventories	(1,272,604)	(140,462)
Increase in other current financial assets	(222,301)	(350,905)
Increase in other current assets	(214,503)	(138,367)
Increase in contract liabilities	368,514	432,076
Increase in notes payable	77,954	1,245
Increase in accounts payable	96,402	25,819
Decrease in accounts payable to related parties	-	(100,007)
Increase in other payable	104,434	28,164
Increase in other current liabilities	<u>159,100</u>	<u>12,372</u>
Total adjustments	<u>(904,731)</u>	<u>(205,743)</u>
Cash (outflow) inflow generated from operations	(962,495)	174,537
Interest received	4,686	578
Interest paid	(152,576)	(113,641)
Income taxes paid	<u>(2,353)</u>	<u>(14,594)</u>
Net cash flows (used in) from operating activities	<u>(1,112,738)</u>	<u>46,880</u>

(English Translation of Financial Statements Originally Issued in Chinese)
SANDI PROPERTIES CO., LTD.

Statements of Cash Flows(CONT'D)

For the years ended December 31, 2023 and 2022

(Expressed in Thousands of New Taiwan Dollars)

Cash flows from (used in) investing activities:

Acquisition of property, plant and equipment	(307)	(47)
Proceeds from disposal of property, plant and equipment	18,503	18,502
Increase in refundable deposits	(19,685)	(2,013,416)
Increase in other financial assets	(4,269)	(11,036)
Net cash flows used in investing activities	(5,758)	(2,005,997)

Cash flows from (used in) financing activities:

Increase (decrease) in short-term borrowings	861,751	(252,305)
Decrease in short-term notes and bills payable	-	(33,951)
Increase from long-term borrowings	-	2,000,000
Payment of lease liabilities	(4,722)	(1,045)
Capital increase by cash	-	530,000
Cash dividends paid	(91,206)	-
Net cash flows from financing activities	765,823	2,242,699

Net (decrease) increase in cash and cash equivalents	(352,673)	283,582
Cash and cash equivalents at beginning of period	408,059	124,477
Cash and cash equivalents at end of period	\$ 55,386	408,059

See accompanying notes to parent company only financial statements.

Attachment 5

Comparative Table for the Current and Amended “Procedures for Acquisition or Disposal of Assets”

Amended	Original	Reason for Amendment
Article 1 Laws and Regulations These Regulations are adopted in accordance with the provisions of Article 36-1 of the Securities and Exchange Act (<u>hereinafter referred to as these Regulations</u>) and the Operational Procedures for Acquisition and Disposal of Assets by Public Companies regulated by the Financial Supervisory Commission (hereinafter referred to as the “FSC”).	Article 1: Laws and Regulations These Regulations are adopted in accordance with the provisions of Article 36-1 of the Securities and Exchange Act and the Operational Procedures for Acquisition and Disposal of Assets by Public Companies regulated by the Financial Supervisory Commission (hereinafter referred to as the “FSC”).	Amended to meet the Company's current operational needs.
Article 2 Scope of application of assets (Omitted)	Article 2: Scope of application of assets <u>referred to in this procedure</u> (Omitted)	Amended to meet the Company's current operational needs.
Article 3 Terms used in these Regulations are defined as follows: - Assets acquired or disposed through mergers, demergers, acquisitions, or transfer of shares in accordance with law: Refers to assets acquired or disposed through mergers, demergers, or acquisitions conducted under the Business Mergers and Acquisitions Act, Financial Holding Company Act, Financial Institution Merger Act and other acts, or to transfer of shares from another Company through issuance of new shares of its own as the consideration therefore (hereinafter "transfer of shares") under Article 156-3 of the Company Act. - Related party or subsidiary: As defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers. - Professional appraiser: Refers to a real property appraiser or other person duly authorized by law to engage in the value appraisal of real property or equipment. - Date of occurrence: Refers to the date of contract signing, date of payment, date of	Article 3: Terms used in these Regulations are defined as follows: <u>Derivatives: Forward contracts, options contracts, futures contracts, leverage contracts, or swap contracts, whose value is derived from a specified interest rate, financial instrument price, commodity price, foreign exchange rate, index of prices or rates, credit rating or credit index, or other variable; or hybrid contracts combining the above contracts; or hybrid contracts or structured products containing embedded derivatives. The term "forward contracts" does not include insurance contracts, performance contracts, after-sales service contracts, long-term leasing contracts, or long-term purchase (sales) contracts.</u> - Assets acquired or disposed through mergers, demergers, acquisitions, or transfer of shares in accordance with law: Refers to assets acquired or disposed through mergers, demergers, or acquisitions conducted under the Business Mergers and Acquisitions Act, Financial Holding Company Act, Financial Institution Merger Act and other acts, or to transfer of shares from another Company through issuance of new shares of its own as the consideration therefore (hereinafter "transfer of shares") under Article 156-3 of the Company Act. - Related party or subsidiary: As defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers. - Professional appraiser: Refers to a real property appraiser or other person duly authorized by law to engage in the value appraisal of real property or equipment. - Date of occurrence: Refers to the date of contract signing, date of payment, date of	Paragraph 1 regarding the derivatives was deleted in conjunction with the formulation of the Procedures for Financial Derivatives Transactions.

consignment trade, date of transfer, dates of boards of directors' resolutions, or other date that can confirm the counterpart and monetary amount of the transaction, whichever date is earlier; provided, for investment for which approval of the competent authority is required, the earlier of the above date or the date of receipt of approval by the competent authority shall apply. <u>5.</u> Mainland China area investment: Refers to investments in the mainland China area approved by the Ministry of Economic Affairs Investment Commission or conducted in accordance with the provisions of the Regulations Governing Permission for Investment or Technical Cooperation in the Mainland Area. <u>6.</u> Investment professional: Refers to financial holding companies, banks, insurance companies, bill finance companies, trust enterprises, securities firms operating proprietary trading or underwriting business, futures commission merchants operating proprietary trading business, securities investment trust enterprises, securities investment consulting enterprises, and fund management companies, that are lawfully incorporated and are regulated by the competent financial authorities of the jurisdiction where they are located. <u>7.</u> Securities exchange: "Domestic securities exchange" refers to the Taiwan Stock Exchange Corporation; "foreign securities exchange" refers to any organized securities exchange market that is regulated by the competent securities authorities of the jurisdiction where it is located. <u>8.</u> Over-the-counter venue ("OTC venue", "OTC"): "Domestic OTC venue" refers to a venue for OTC trading provided by a securities firm in accordance with the Regulations Governing Securities Trading on the Taipei Exchange; "foreign OTC venue" refers to a venue at a financial institution that is regulated by the foreign competent authority and that is permitted to conduct securities business. <u>10.</u> The so-called "within one year" is based on the date of the transaction, and is calculated retrospectively for one year. This procedure stipulates that the valuation report or accountant's opinion issued by a professional auditor is not included in the calculation. <u>11.</u> The so-called "latest financial statements" refer to the financial statements that have been verified and certified by accountants before the Company acquires or disposes of assets in accordance with the law. <u>12.</u> The stipulation of 10% of total assets in this procedure is calculated based on the amount of	consignment trade, date of transfer, dates of boards of directors' resolutions, or other date that can confirm the counterpart and monetary amount of the transaction, whichever date is earlier; provided, for investment for which approval of the competent authority is required, the earlier of the above date or the date of receipt of approval by the competent authority shall apply. <u>6.</u> Mainland China area investment: Refers to investments in the mainland China area approved by the Ministry of Economic Affairs Investment Commission or conducted in accordance with the provisions of the Regulations Governing Permission for Investment or Technical Cooperation in the Mainland Area. <u>7.</u> Investment professional: Refers to financial holding companies, banks, insurance companies, bill finance companies, trust enterprises, securities firms operating proprietary trading or underwriting business, futures commission merchants operating proprietary trading business, securities investment trust enterprises, securities investment consulting enterprises, and fund management companies, that are lawfully incorporated and are regulated by the competent financial authorities of the jurisdiction where they are located. <u>8.</u> Securities exchange: "Domestic securities exchange" refers to the Taiwan Stock Exchange Corporation; "foreign securities exchange" refers to any organized securities exchange market that is regulated by the competent securities authorities of the jurisdiction where it is located. <u>9.</u> Over-the-counter venue ("OTC venue", "OTC"): "Domestic OTC venue" refers to a venue for OTC trading provided by a securities firm in accordance with the Regulations Governing Securities Trading on the Taipei Exchange; "foreign OTC venue" refers to a venue at a financial institution that is regulated by the foreign competent authority and that is permitted to conduct securities business. <u>10.</u> The so-called "within one year" is based on the date of the transaction, and is calculated retrospectively for one year. This procedure stipulates that the valuation report or accountant's opinion issued by a professional auditor is not included in the calculation. <u>11.</u> The so-called "latest financial statements" refer to the financial statements that have been verified and certified by accountants before the Company acquires or disposes of assets in accordance with the law. <u>12.</u> The stipulation of 10% of total assets in this procedure is calculated based on the amount of	
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total assets in the most recent individual or individual financial report stipulated in the financial reporting standards of the securities issuer. If the Company's stock has no par value or the par value per share is not NT\$10, the transaction amount of 20% of the paid-in capital stipulated in this procedure shall be calculated based on 10% of the equity attributable to the owners of the parent Company; these standards The relevant transaction amount regulations for the amount of paid-in capital reaching NT\$1 billion shall be calculated based on the equity attributable to the owners of the parent Company of NT\$2 billion.	total assets in the most recent individual or individual financial report stipulated in the financial reporting standards of the securities issuer. If the Company's stock has no par value or the par value per share is not NT\$10, the transaction amount of 20% of the paid-in capital stipulated in this procedure shall be calculated based on 10% of the equity attributable to the owners of the parent Company; these standards The relevant transaction amount regulations for the amount of paid-in capital reaching NT\$1 billion shall be calculated based on the equity attributable to the owners of the parent Company of NT\$2 billion.	
Article 4 Credit line for investment in real estate and securities not for business use <u>The amount of the above-mentioned assets acquired by the Company and its subsidiaries individually is determined as follows:</u> 1. The total amount of real estate not for business use and its right-of-use assets shall not exceed 40% of the <u>net value</u>. 2. The total amount of investment in long-term and short-term securities shall not exceed 150% of the net value. 3. The amount <u>invested in individual securities</u> shall not exceed 50% of the net worth.	Article 4: <u>Scope of Investment and Credit Line</u> 1. The total amount of real estate purchased by <u>the Company and its subsidiaries not for business use shall not exceed 40% of the Company's shareholders' equity</u>. 2. The total amount of securities purchased by the Company and its subsidiaries shall not exceed 150% of the Company's shareholders' equity. 3. The limit for <u>the Company and its subsidiaries to invest in individual securities</u> is 50% of the <u>Company's shareholders' equity</u>. 4. <u>The Company's net equity investment shall not exceed 150% of the Company's shareholders' equity</u>.	Amended to meet the Company's current operational needs.
Article 5 Professional appraisers and their officers, certified public accounts, attorneys, and securities underwriters that provide public companies with appraisal reports, certified public accountant's opinions, attorney's opinions, or underwriter's opinions shall meet the following requirements: (Omitted)	Article 5: Professional appraisers and their officers, certified public accounts, attorneys, and securities underwriters that provide public companies with appraisal reports, certified public accountant's opinions, attorney's opinions, or underwriter's opinions shall meet the following requirements: (Omitted)	Amended to meet the Company's current operational needs.
	Article 6: <u>The Company shall establish its procedures for the acquisition or disposal of assets in accordance with the provisions of these Regulations. After the procedures have been approved by the board of directors, they shall be submitted to each supervisor, and then to a shareholders' meeting for approval. In addition, if the Company has independent directors, when the asset acquisition or disposal transaction is submitted to the board of directors for discussion in accordance with regulations, the opinions of each independent director should be fully considered. If the independent directors have objections or reservations, they should be stated in the minutes</u>	Consolidate the content of this article into the summary statement of Article 16.

Article 6 Procedures for the acquisition or disposal of assets (property, equipment and right-of use), 1. Appraisal and Operating Procedures <u>Acquisition or disposal on real estate, equipment, or use-of-right of the fixed assets by the Company should be conducted according to these procedures</u> 2. Determination process of transaction conditions and authorization amount (1) <u>When acquiring or disposing of real estate, the transaction conditions and transaction price should be determined with reference to the announced current value, assessed value, actual transaction price of adjacent real estate, etc., and an analysis report should be prepared and submitted to the chairman of the board. The amount shall be NT\$1.0 billion (inclusive). and below must be submitted to the chairman of the board for approval; if the amount exceeds NT\$1 billion, it must be approved by the board of directors after petitioning the chairman of the board for approval, or may be approved in advance by the board of directors in a designated area and a certain amount. Within the Company, the chairman shall be authorized to handle the matter with full authority and then submit it to the board of directors for ratification by one of the two methods. The aforementioned certain amount shall not exceed 60% of the net worth.</u> (2) <u>Acquisition or disposal of equipment should</u>	of the board meeting. Article 7: <u>The Company shall specify the following items in its procedures for the acquisition or disposal of assets, and handle the acquisition or disposal matters in compliance with the procedures:</u> 1. Appraisal and Operating Procedures (1) <u>Acquisition Procedures for Fixed Assets: The acquisition of real estate, equipment, or asset usage rights by the Company should be conducted according to the procurement procedures (considering the announced current value, appraised value, actual transaction prices of nearby real estate, etc.). If the amount is below NT\$300 million, it should be approved by the chairman. If it exceeds NT\$300 million, it should be reported to the board of directors for resolution.</u> (2) <u>Disposal Procedures for Fixed Assets: The scrapping or sale of the Company's real estate, equipment, or asset usage rights should be reported by the original using unit with an explanation of the reasons. The property management unit should inquire about prices, compare prices, and negotiate prices. If the book value or appraised value is below NT\$300 million, it should be approved by the chairman. If it exceeds NT\$300 million, it should be reported to the board of directors for resolution.</u> 2. Procedures for Determining Transaction Conditions (1) <u>When the Company acquires or disposes of land or buildings, it should first request an appraisal report from an objective, impartial, and independent professional real estate appraisal institution. If the transaction price exceeds NT\$1 billion, appraisals from at least two professional appraisal institutions should be sought. If there are valid reasons for not being able to obtain the appraisal report immediately, it should be obtained within two weeks from the date of the transaction, and the original transaction amount and appraisal results should be corrected and announced afterward. The commissioning of experts to provide reports should be handled in accordance with the provisions of Paragraph 4 of this article.</u> (2) <u>Handled in accordance with Article 6 of</u>	Amended to meet the Company's current operational needs. Article number was adjusted.
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<u>be done through inquiry, price comparison, negotiation or bidding. If the amount is less than NT\$1.0 billion (inclusive), it should be approved step by step according to the Company's hierarchical responsibility table; If the amount exceeds NT\$1 billion, it must be submitted to the chairman of the board for approval and must be approved by the board of directors before it can be implemented.</u> 3. Execution Department <u>When the Company acquires or disposes of real estate, equipment or right-of-use assets, it shall be submitted for approval in accordance with the approval authority in the preceding paragraph, and the development, management and usage departments shall be responsible for execution.</u> 4. Appraisal Report for Real Estate, Equipment, or Usage Rights Assets (1) In acquiring or disposing of real property, equipment, or right-of-use assets thereof where the transaction amount reaches 20 percent of the Company's paid-in capital or NT\$300 million or more, the Company, unless transacting with a domestic government agency, engaging others to build on its own land, engaging others to build on rented land, or acquiring or disposing of equipment or right-of-use assets thereof held for business use, shall obtain an appraisal report prior to the date of occurrence of the event from a professional appraiser and shall further comply with the following provisions: A. Where due to special circumstances it is necessary to give a limited price, specified price, or special price as a reference basis for the transaction price, the transaction shall be submitted for approval in advance by the board of directors; the same procedure shall also be followed whenever there is any subsequent change to the terms and conditions of the transaction. B. Where the transaction amount is NT\$1 billion or more, appraisals from two or more professional appraisers shall be obtained. C. Where any one of the following circumstances applies with respect to the professional appraiser's appraisal results, unless all the appraisal results for the assets to be acquired are higher than the	<u>these procedures.</u> 3. Execution Department For matters related to the acquisition, sale, and scrapping of fixed assets by the Company and its subsidiaries, within the limits specified in the aforementioned Article 4, the responsible manager of the Managing Director's Office of the Company will convene the relevant personnel to execute these matters. (1) Real Estate or Its Usage Rights Assets: The Managing Director's Office and related general affairs units. (2) Equipment or Its Usage Rights Assets: After the application by the using unit, it is handled by the relevant procurement units. 4. Appraisal Report for Real Estate, Equipment, or Usage Rights Assets (1) In acquiring or disposing of real property, equipment, or right-of-use assets thereof where the transaction amount reaches 20 percent of the Company's paid-in capital or NT\$300 million or more, the Company, unless transacting with a domestic government agency, engaging others to build on its own land, engaging others to build on rented land, or acquiring or disposing of equipment or right-of-use assets thereof held for business use, shall obtain an appraisal report prior to the date of occurrence of the event from a professional appraiser and shall further comply with the following provisions: A. Where due to special circumstances it is necessary to give a limited price, specified price, or special price as a reference basis for the transaction price, the transaction shall be submitted for approval in advance by the board of directors; the same procedure shall also be followed whenever there is any subsequent change to the terms and conditions of the transaction. B. Where the transaction amount is NT\$1 billion or more, appraisals from two or more professional appraisers shall be obtained. C. Where any one of the following circumstances applies with respect to the professional appraiser's appraisal results, unless all the appraisal results for the assets to be acquired are higher than the	
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transaction amount, or all the appraisal results for the assets to be disposed of are lower than the transaction amount, a certified public accountant shall be engaged to render a specific opinion regarding the reason for the discrepancy and the appropriateness of the transaction price: a. The discrepancy between the appraisal result and the transaction amount is 20 percent or more of the transaction amount. b. The discrepancy between the appraisal results of two or more professional appraisers is 10 percent or more of the transaction amount. D. No more than 3 months may elapse between the date of the appraisal report issued by a professional appraiser and the contract execution date; provided, where the publicly announced current value for the same period is used and not more than 6 months have elapsed, an opinion may still be issued by the original professional appraiser. E. If the Company acquires or disposes of assets through court auction procedures, the court-issued documents can replace the appraisal report or the accountant's opinion. 5. Except where a limited price, specified price, or special price is employed by a construction enterprise as the reference basis for the transaction price, if an appraisal report cannot be obtained in time and there is a legitimate reason for the delay, the appraisal report shall be obtained within 2 weeks counting inclusively from the date of occurrence, and the certified public accountant's opinion under subparagraph 3 of the preceding paragraph shall be obtained within 2 weeks counting inclusively from the day the appraisal report is obtained.	transaction amount, or all the appraisal results for the assets to be disposed of are lower than the transaction amount, a certified public accountant shall be engaged to render a specific opinion regarding the reason for the discrepancy and the appropriateness of the transaction price: a. The discrepancy between the appraisal result and the transaction amount is 20 percent or more of the transaction amount. b. The discrepancy between the appraisal results of two or more professional appraisers is 10 percent or more of the transaction amount. D. No more than 3 months may elapse between the date of the appraisal report issued by a professional appraiser and the contract execution date; provided, where the publicly announced current value for the same period is used and not more than 6 months have elapsed, an opinion may still be issued by the original professional appraiser. E. If the Company acquires or disposes of assets through court auction procedures, the court-issued documents can replace the appraisal report or the accountant's opinion. F. Except where a limited price, specified price, or special price is employed by a construction enterprise as the reference basis for the transaction price, if an appraisal report cannot be obtained in time and there is a legitimate reason for the delay, the appraisal report shall be obtained within 2 weeks counting inclusively from the date of occurrence, and the certified public accountant's opinion under subparagraph 3 of the preceding paragraph shall be obtained within 2 weeks counting inclusively from the day the appraisal report is obtained.	
Article 6-1 The calculation of the transaction amount in the first two clauses of Article 6 and Article 7 shall be carried out in accordance with the provisions of Paragraph 2 of Article 13, and the so-called "within one year" is based on the date of the occurrence of this transaction and is calculated retrospectively for one year. In 2017, the valuation report or accountant's opinion issued by a professional valuation expert or a CPA who has obtained a professional valuation in accordance with the provisions of these procedures will not be included in the calculation.		Added provisions to meet the Company's current operational needs.
Article 7 Procedures for the Acquisition or Disposal of Investments in Securities	Article 8: Procedures for the Acquisition or Disposal of Investments in Securities	Article Number was adjusted.

(Omitted)	(Omitted)	
Article 8 Transactions with Related Parties 1. When the Company acquires or disposes of assets with related parties, in addition to following the relevant resolution procedures and assessing the reasonableness of transaction conditions as stipulated in Article <u>6</u> for the acquisition of real estate, equipment, or usage rights assets, if the transaction amount reaches 10% of the Company's total assets, a professional appraisal report or an accountant's opinion must also be obtained as required. The calculation of the transaction amount should be handled in accordance with the provisions of Article <u>9</u>-1. When determining whether the transaction counterpart is a related party, not only the legal form but also the substantive relationship should be considered. 2. Evaluation and Operating Procedures: (Omitted) The calculation of the transaction amount should be handled in accordance with Paragraph 2 of Article 14. The term "within one year" is based on the date of occurrence of the current transaction, and the calculation is retrospectively traced back one year. Transactions that have been approved by the audit committee, and submitted to and approved by the shareholders' meeting or the board of directors in accordance with these procedures, need not be counted again. With respect to the types of transactions listed below, when to be conducted between the Company and its parent or subsidiaries, or between its subsidiaries in which it directly or indirectly holds 100 percent of the issued shares or authorized capital, the Company's board of directors may pursuant to Article 7 delegate the board chairman to decide such matters when the transaction is within a certain amount and have the decisions subsequently submitted to and ratified by the next board of directors meeting: <u>(1)</u> Acquisition or disposal of equipment or right-of-use assets thereof held for business use. <u>(2)</u> Acquisition or disposal of real property right-of-use assets held for business use. (Omitted)	Article 9: Transactions with Related Parties 1. When the Company acquires or disposes of assets with related parties, in addition to following the relevant resolution procedures and assessing the reasonableness of transaction conditions as stipulated in Article <u>7</u> for the acquisition of real estate, equipment, or usage rights assets, if the transaction amount reaches 10% of the Company's total assets, a professional appraisal report or an accountant's opinion must also be obtained as required. The calculation of the transaction amount should be handled in accordance with the provisions of Article <u>10</u>-1. When determining whether the transaction counterpart is a related party, not only the legal form but also the substantive relationship should be considered. 2. Evaluation and Operating Procedures: (Omitted) The calculation of the transaction amount should be handled in accordance with Paragraph 2 of Article 14. The term "within one year" is based on the date of occurrence of the current transaction, and the calculation is retrospectively traced back one year. Transactions that have been approved by the audit committee, and submitted to and approved by the shareholders' meeting or the board of directors in accordance with these procedures, need not be counted again. With respect to the types of transactions listed below, when to be conducted between the Company and its parent or subsidiaries, or between its subsidiaries in which it directly or indirectly holds 100 percent of the issued shares or authorized capital, the Company's board of directors may pursuant to Article 7 delegate the board chairman to decide such matters when the transaction is within a certain amount and have the decisions subsequently submitted to and ratified by the next board of directors meeting: <u>A.</u> Acquisition or disposal of equipment or right-of-use assets thereof held for business use. <u>B.</u> Acquisition or disposal of real property right-of-use assets held for business use. (Omitted)	Article Number was adjusted.
Article 9 Handling Procedures for Acquiring or Disposing of Intangible Assets or the Right to Use Intangible Assets or Memberships (Omitted) 3: Execution Department When the Company acquires or disposes of intangible assets, after following the procedures outlined in the preceding two articles, the responsible personnel shall be convened by the	Article 10: Handling Procedures for Acquiring or Disposing of Intangible Assets or the Right to Use Intangible Assets or Memberships (Omitted) 3: Execution Department When the Company acquires or disposes of intangible assets, after following the procedures outlined in the preceding two articles, the responsible personnel shall be convened by the	Article Number was adjusted.

head of the Managing Director's Office of the Company to execute the transaction.	head of the Managing Director's Office of the Company to execute the transaction.	
Article 9-1 The calculation of the transaction amounts referred to in the three paragraphs of the preceding paragraph shall be made in accordance with Article <u>13</u> , paragraph 2 herein, and "within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items that have been approved by the shareholders' meeting or board of directors and recognized by the supervisors need not be counted toward the transaction amount.	Article 10-1: The Calculation of Transaction Amounts The calculation of the transaction amounts referred to in the three paragraphs of the preceding paragraph shall be made in accordance with Article <u>14</u> , paragraph 2 herein, and "within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items that have been approved by the shareholders' meeting or board of directors and recognized by the supervisors need not be counted toward the transaction amount.	Article number was adjusted.
Article 10: Procedures for acquiring or disposing of claims from financial institutions In principle, the Company does not engage in transactions to acquire or dispose of creditor's rights of financial institutions. If it subsequently intends to engage in transactions to acquire or dispose of creditor's rights of financial institutions, it shall be submitted to the Board of Directors for approval before formulating its evaluation and operational procedures.	Article 11: Procedures for acquiring or disposing of claims from financial institutions In principle, the Company does not engage in transactions to acquire or dispose of creditor's rights of financial institutions. If it subsequently intends to engage in transactions to acquire or dispose of creditor's rights of financial institutions, it shall be submitted to the Board of Directors for approval before formulating its evaluation and operational procedures	Article number was adjusted.
Article 11 When the Company engages in derivatives <u>transactions</u> , it shall comply with the provisions of the Company's "Procedures for Financial Derivatives Transactions"	Article 12: The procedures for <u>acquiring or disposing</u> of derivatives shall be handled in accordance with the "Procedures for Financial Derivatives Transaction".	Article number was adjusted.
Article 12 Procedure for Mergers, Divisions, Acquisitions, or Transfer of Shares (Omitted)	Article 13: Procedure for Mergers, Divisions, Acquisitions, or Transfer of Shares (Omitted)	Article number was adjusted.
Article 13 Information Disclosure Procedure 1. Items and standards for announcement and declaration	Article 14: Information Disclosure Procedure 1. Items and standards for announcement and declaration <u>However, the following situations are not subject to this limit:</u> <u>A. Buying and selling domestic government bonds or foreign government bonds with credit ratings not lower than the sovereign credit rating level of our country.</u> <u>B. Those who engage in securities trading as professionals, whether domestically or internationally, or through securities firms' business premises, for the trading of securities; or subscribing to foreign government bonds or publicly offering common corporate bonds or general financial bonds (excluding subordinated bonds) not involving equity on the domestic primary market; or subscribing to or repurchasing securities investment trust funds or futures trust funds, or subscribing to or selling back index investment securities, or securities firms subscribing to securities according to the</u>	Amended to meet the Company's current operational needs. Article number was adjusted.

(1) Acquisition or disposal of real property or right-of-use assets thereof from or to a related party, or acquisition or disposal of assets other than real property or right-of-use assets thereof from or to a related party where the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the Company's total assets, or NT\$300 million or more; provided, this shall not apply to trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises. (2) Merger, demerger, acquisition, or transfer of shares. (3) Losses from derivatives trading reaching the limits on aggregate losses or losses on individual contracts set out in the procedures adopted by the Company. (4) Where equipment <u>or right-of-use assets</u> thereof for business use are acquired or disposed of, and furthermore the transaction counterparty is not a related party, and the transaction amount meets any of the following criteria: A. For a public Company whose paid-in capital is less than NT\$10 billion, the transaction amount reaches NT\$500 million or more. B. For a public Company whose paid-in capital is NT\$10 billion or more, the transaction amount reaches NT\$1 billion or more. (5) Acquisition or disposal by a public Company in the construction business of real property <u>or right-of-use assets</u> thereof for construction use, <u>and furthermore the transaction counterparty is not a related party, and the transaction amount reaches NT\$500 million.</u> <u>Among them, if the paid-in capital reaches more than NT\$10 billion, the transaction amount is more than NT\$1 billion if the real estate that has been self-constructed and completed is.</u> (6) Where land is acquired under an arrangement on engaging others to build on the Company's own land, engaging others to build on rented land, joint construction and allocation of housing units, joint construction and allocation of ownership percentages, or joint	<u>regulations of the Taiwan Securities Exchange Market Corporation for underwriting needs or acting as recommending securities firms for OTC companies.</u> (1) Acquisition or disposal of real property or right-of-use assets thereof from or to a related party, or acquisition or disposal of assets other than real property or right-of-use assets thereof from or to a related party where the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the Company's total assets, or NT\$300 million or more; provided, this shall not apply to trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises. (2) Merger, demerger, acquisition, or transfer of shares. (3) Losses from derivatives trading reaching the limits on aggregate losses or losses on individual contracts set out in the procedures adopted by the Company. (4) Where equipment assets thereof for business use are acquired or disposed of, and furthermore the transaction counterparty is not a related party, and the transaction amount meets any of the following criteria: A. For a public Company whose paid-in capital is less than NT\$10 billion, the transaction amount reaches NT\$500 million or more. B. For a public Company whose paid-in capital is NT\$10 billion or more, the transaction amount reaches NT\$1 billion or more. (5) Acquisition or disposal by a public Company in the construction business of real property thereof for construction use. (6) Where land is acquired under an arrangement on engaging others to build on the Company's own land, engaging others to build on rented land, joint construction and allocation of housing units, joint construction and allocation of ownership percentages, or joint	
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construction and separate sale, and furthermore the transaction counterparty is not a related party, and the amount the Company expects to invest in the transaction reaches NT\$500 million. (7) Where an asset transaction other than any of those referred to in the preceding six subparagraphs, a disposal of receivables by a financial institution, or an investment in the mainland China area reaches 20 percent or more of paid-in capital or NT\$300 million; provided, this shall not apply to the following circumstances: A. Trading of domestic government bonds <u>or foreign public debt with a credit rating not lower than my country's sovereign rating</u>; B. Where done by professional investors - securities trading on securities exchanges or OTC markets, or <u>subscription of foreign government bonds, or of ordinary corporate bonds (excluding the second-ranked bonds), or subscribe for or buy back securities investment trust funds or futures trust funds, or subscribe for or sell back index investment securities or general bank debentures without equity characteristics</u> or subscription by a securities firm of securities as necessitated by its undertaking business or as an advisory recommending securities firm for an emerging stock Company, in accordance with the rules of the Taipei Exchange. C. Trading of bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises. (8) The amount of transactions above shall be calculated as follows, <u>and the so-called "within one year" is based on the date of the transaction, and is retroactively calculated for one year. The part that has been announced in accordance with the regulations is exempt from inclusion.</u> A. The amount of any individual transaction. B. The cumulative transaction amount of acquisitions and disposals of the same type of underlying asset with the same transaction counterparty within the preceding year. C. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of real property or right-of-use assets thereof within the same development project within the preceding year. D. The cumulative transaction amount of	construction and separate sale, and furthermore the transaction counterparty is not a related party, and the amount the Company expects to invest in the transaction reaches NT\$500 million. (7) Where an asset transaction other than any of those referred to in the preceding six subparagraphs, a disposal of receivables by a financial institution, or an investment in the mainland China area reaches 20 percent or more of paid-in capital or NT\$300 million; provided, this shall not apply to the following circumstances: A. Trading of domestic government bonds; B. Where done by professional investors - securities trading on securities exchanges or OTC markets, or of <u>domestic</u> ordinary corporate bonds or general bank debentures without equity characteristics or subscription by a securities firm of securities as necessitated by its undertaking business or as an advisory recommending securities firm for an emerging stock Company, in accordance with the rules of the Taipei Exchange. C. Trading of bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises. The amount of transactions above shall be calculated as follows: A. The amount of any individual transaction. B. The cumulative transaction amount of acquisitions and disposals of the same type of underlying asset with the same transaction counterparty within the preceding year. C. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of real property or right-of-use assets thereof within the same development project within the preceding year. D. The cumulative transaction amount of	
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acquisitions and disposals (cumulative acquisitions and disposals, respectively) of the same security within the preceding year.	acquisitions and disposals (cumulative acquisitions and disposals, respectively) of the same security within the preceding year. <u>The term “within one year” mentioned in the preceding paragraph is based on the date of occurrence of this transaction, and is calculated retrospectively for one year. Parts that have been announced in accordance with regulations are not included in the calculation.</u>	
2. Announcement and Reporting Deadline Upon acquiring or disposing of assets, if it meets the requirements for disclosure specified in Section 1 and the transaction amount exceeds the disclosure standard specified in Section 1, the Company must announce and report <u>the nature in accordance with the specified form</u> within two days from the date of occurrence.	2. Announcement and Reporting Deadline Upon acquiring or disposing of assets, if it meets the requirements for disclosure specified in Section 1 and the transaction amount exceeds the disclosure standard specified in Section 1, the Company must announce and report within two days from the date of occurrence.	Integrate the summary description of item 4 of this article.
3. Announcement and Reporting Procedure (1) The Company should publish relevant information on the website designated by the <u>competent authority for administration of securities</u> . (2) When a public Company at the time of public announcement makes an error or omission in an item required by regulations to be publicly announced and so is required to correct it, all the items shall be again publicly announced and reported in their entirety within two days counting inclusively from the date of knowing of such error or omission. (3) A public Company acquiring or disposing of assets shall keep all relevant contracts, meeting minutes, log books, appraisal reports and CPA, attorney, and securities underwriter opinions at the Company, where they shall be retained for 5 years except where another act provides otherwise. (4) Where any of the following circumstances occurs with respect to a transaction that a public Company has already publicly announced and reported in accordance with the preceding article, a public report of relevant information shall be made on the information reporting website	3. Announcement and Reporting Procedure (1) The Company should publish relevant information on the designated website of the <u>Financial Supervisory Commission (FSC)</u> . (2) <u>A public Company shall compile monthly reports on the status of derivatives trading engaged in up to the end of the preceding month by the Company and any subsidiaries that are not domestic public companies and enter the information in the prescribed format into the information reporting website designated by the FSC by the 10th day of each month.</u> (3) When a public Company at the time of public announcement makes an error or omission in an item required by regulations to be publicly announced and so is required to correct it, all the items shall be again publicly announced and reported in their entirety within two days counting inclusively from the date of knowing of such error or omission. (4) A public Company acquiring or disposing of assets shall keep all relevant contracts, meeting minutes, log books, appraisal reports and CPA, attorney, and securities underwriter opinions at the Company, where they shall be retained for 5 years except where another act provides otherwise. (5) Where any of the following circumstances occurs with respect to a transaction that a public Company has already publicly announced and reported in accordance with the preceding article, a public report of relevant information shall be made on the information reporting website	Paragraph 1 regarding the derivatives was deleted in conjunction with the formulation of the Procedures for Financial Derivatives Transactions.

designated by the FSC within 2 days counting inclusively from the date of occurrence of the event: A. Change, termination, or rescission of a contract signed in regard to the original transaction. B. The merger, demerger, acquisition, or transfer of shares is not completed by the scheduled date set forth in the contract. C. Change to the originally publicly announced and reported information.	designated by the FSC within 2 days counting inclusively from the date of occurrence of the event: A. Change, termination, or rescission of a contract signed in regard to the original transaction. B. The merger, demerger, acquisition, or transfer of shares is not completed by the scheduled date set forth in the contract. C. Change to the originally publicly announced and reported information.	
	4. Announcement Formats <u>(1) For transactions involving the purchase or sale of securities of subsidiaries or related enterprises in domestic and foreign centralized trading markets or over-the-counter trading centers, the announcement format should follow Attachment 2.</u> <u>(2) For acquiring real estate through self-development, joint construction, or other methods, the announcement format should follow Attachment 3.</u> <u>(3) For transactions involving the acquisition or disposal of real estate and equipment or the acquisition of real estate from related parties, the announcement format should follow Attachment 4.</u> <u>(4) For transactions involving securities, membership cards, intangible asset transactions, and financial institutions' disposal of debt not conducted in centralized trading markets or securities brokerage offices, the announcement format should follow Attachment 5.</u> <u>(5) For investments in mainland China, the announcement format should follow Attachment 6.</u> <u>(6) For those engaging in derivative trading, the announcement format within two days of the occurrence shall be as specified in Attachment 7-1.</u> <u>(7) For derivative trading activities, the announcement should follow Attachment 7.1 within two days from the date of occurrence and Attachment 7.2 by the 10th of each month.</u> <u>(8) For mergers, divisions, acquisitions, or transfers of shares, the announcement format should follow Attachment 8.</u>	The format content of this announcement is consolidated into the second summary description.
Article 14 Handling of Subsidiaries 1. Subsidiaries of the Company shall also establish "Procedures for Acquisition or Disposal of Assets" in accordance with the provisions of the "Regulations Governing the Acquisition or Disposal of Assets by Publicly Issued Companies". These procedures shall be approved by the subsidiary's board of directors	Article 15: Handling of Subsidiaries 1. Subsidiaries of the Company shall also establish "Procedures for Acquisition or Disposal of Assets" in accordance with the provisions of the "Regulations Governing the Acquisition or Disposal of Assets by Publicly Issued Companies". These procedures shall be approved by the subsidiary's board of directors	Amended to meet the Company's current operational needs. Article number was adjusted.

and submitted to both shareholders' meetings for approval, and the same process shall apply to revisions. 2. When a subsidiary acquires or disposes of assets, it shall also comply with the regulations of the Company. 3. If a subsidiary is not a publicly issued Company and its acquisition or disposal of assets meets the disclosure standards stipulated in the "Guidelines for Handling the Acquisition or Disposal of Assets by Publicly Issued Companies", the Company shall handle the announcement and reporting matters on behalf of the subsidiary. 4. In the announcement and reporting standards of subsidiaries, the term "Company's paid-in capital or total assets" refers to the paid-in capital or total assets of the Company.	and submitted to both shareholders' meetings for approval, and the same process shall apply to revisions. 2. When a subsidiary acquires or disposes of assets, it shall also comply with the regulations of the Company. 3. If a subsidiary is not a publicly issued Company and its acquisition or disposal of assets meets the disclosure standards stipulated in the "Guidelines for Handling the Acquisition or Disposal of Assets by Publicly Issued Companies", the Company shall handle the announcement and reporting matters on behalf of the subsidiary. 4. In the announcement and reporting standards of subsidiaries, the term "Company's paid-in capital or total assets" refers to the paid-in capital or total assets of the Company.	
Article 15 Penalties If our Company's employees violate the relevant laws or the provisions of these handling procedures, they shall be punished in accordance with the <u>Company's relevant personnel regulations</u>.	Article 16: Penalties Employees of the Company <u>who handle the acquisition or disposal of assets</u> in violation of the procedures outlined herein shall be subject to regular assessment in accordance with the <u>Company's personnel management regulations and work rules, and penalties shall be imposed based on the severity of the offense</u>.	Amended to meet the Company's current operational needs. Article number was adjusted.
Article 16 Implementation and Amendment This procedure shall be implemented upon approval by more than half of the members of the Audit Committee, followed by resolution by the Board of Directors and approval by the shareholders' meeting. The same process shall apply to amendments. <u>Without the consent of more than half of all members of the audit committee, it may be executed after approval by more than two-thirds of all directors and the resolution of the Audit Committee shall be recorded in the minutes of the Board of Directors meeting.</u> When this procedure is submitted to the board of directors for discussion, the opinions of each independent director should be fully considered and their objections or reserved opinions are stated in the minutes of the board of directors meeting. <u>All members of the audit committee and all directors referred to in this procedure shall be calculated based on those who are actually in office.</u>	Article 17: Implementation and Amendment <u>1. This procedure shall be implemented upon approval by more than half of the members of the Audit Committee, followed by resolution by the Board of Directors and approval by the shareholders' meeting. The same process shall apply to amendments. If any director expresses objections with documented or written statements, the objection materials shall be submitted to all members of the Audit Committee. Furthermore, if the Company has independent directors, their opinions shall be taken into full consideration when presenting this procedure for discussion at the Board of Directors meeting. If any independent director opposes or reserves their opinion, it shall be recorded in the minutes of the Board of Directors meeting.</u> <u>2. This procedure was established on August 28, 1991.</u> (Omitted) <u>The fifteenth amendment was made on June 21, 2022.</u>	Amended to meet the Company's current operational needs. The number and date of amendments were adjusted.

Attachment 6

Comparative Table for the Current and Amended “Procedures for Financial Derivatives Transactions”

Amended	Original	Reason for Amendment
Article 1 Purpose In order to effectively manage the risks arising from the Company's derivatives transactions, this procedure has been formulated. <u>If there are any matters not covered in this procedure, they will be handled in accordance with relevant laws and regulations.</u>	Chapter 1 General Provisions Article 1 <u>This Procedures for Financial Derivatives Transactions (hereinafter referred to as "this Procedure") is formulated in accordance with Article 36-1 of the Securities Exchange Act and the letter No. 0910006105 issued by the Ministry of Finance Securities and Futures Commission (hereinafter referred to as "the Commission") on December 10, 2002 "Guidelines for Publicly Listed Companies to Acquire or Dispose of Assets" (hereinafter referred to as "the Guidelines").</u>	Amended to meet the Company's current operational needs.
Article 2 Types of Transactions: Derivatives as referred to in this procedure refer to forward contracts, whose values are derived from specific interest rates, financial instrument prices, commodity prices, exchange rates, price or rate indexes, credit ratings or credit indexes, or other variables. Option contracts, futures contracts, leveraged margin contracts, exchange contracts, combinations of the above contracts, or combined contracts or structured commodities embedded in derivatives, etc. The so-called forward contract does not include insurance contracts, performance contracts, after-sales service contracts, long-term lease contracts and long-term purchase (sales) contracts. The Company does not engage in other derivatives transactions other than those mentioned above.	Article 2 Types of Transactions: Refers to transactions whose value is derived from commodities such as assets, interest rates, exchange rates, indices, or other interests (such as forward contracts, option contracts, futures contracts, margin trading contracts, swap contracts, and composite contracts composed of the aforementioned commodities). The term "forward contract" does not include insurance contracts, performance contracts, after-sales service contracts, long-term lease contracts, and long-term purchase (sale) contracts.	Amended to meet the Company's current operational needs.
	Article 3 <u>Principles of Supervision and Management by the Board of Directors when Engaging in Derivative Commodity Transactions</u> 1. <u>The board of directors shall designate senior executives to monitor and control the risks of derivative commodity transactions at all times. The principles of management are as follows:</u> <u>(1) Regularly assess whether the current risk management measures are appropriate and comply with the guidelines issued by the Commission and this Procedure.</u> <u>(2) Supervise transactions and profit/loss situations. In case of any abnormal situation, necessary measures should be taken and immediately reported to the board of directors. If independent directors are appointed, an independent director should attend the board meeting and express opinions.</u> 2. <u>Regularly assess whether the performance of</u>	Amended the wordings to meet the Company's current operational needs.

	<u>engaging in derivative commodity transactions conforms to the established business strategy and whether the risks undertaken are acceptable by the Company.</u> <u>3. When the Company engages in derivative commodity transactions, the relevant personnel authorized according to this Procedure shall report to the most recent board of directors afterwards.</u> <u>4. When the Company engages in derivative commodity transactions, it shall establish a register, detailing the types, amounts, dates approved by the board of directors, and matters to be prudently assessed according to the first, second, and twentieth items of this Article, for reference in the register.</u>	
Article 3 Business or Risk Hedging Strategies <u>The Company engages in derivative financial product transactions based on the principle of risk avoidance and uses receivables and payables or assets and liabilities generated or expected to be incurred due to the Company's business for hedging. Before the transaction is carried out, it must be determined to be a hedging operation. In addition, the transaction partner should be a bank or internationally renowned financial institution that the Company has dealings with to reduce credit risk.</u>	Chapter 2 Trading Principles and Policies Article 4 The operational strategy is to strengthen the management of the Company's assets and liabilities, and to enhance the efficiency of fund utilization and hedging.	Amended to meet the Company's current operational needs.
Article 4 Division of Responsibilities: 1. Financial department <u>The personnel who can carry out derivatives transactions and confirmations in a financial unit must be designated by the financial director.</u> <u>Transactions are confirmed by personnel from the financial unit who are not responsible for the transactions. In addition, the delivery personnel shall be persons from the financial unit who are not responsible for transactions or confirmations.</u> <u>The assignment and dismissal of transaction and confirmation personnel should be notified to the transaction parties before the effective date to safeguard the Company's rights and interests.</u> 2. Accounting department <u>Correctly and appropriately express relevant hedging transactions and profit and loss results in financial statements in accordance with the Company's applicable accounting standards.</u>	Article 5 Division of Responsibilities: 1. Financial Investment Department: Trading Execution Department <u>(1) Responsible for formulating strategies for the entire Company's financial product trading.</u> <u>(2) Should calculate positions every two weeks, gather market information, conduct trend analysis and risk assessment, formulate operational strategies, and, upon approval by the decision-making authority, use them as the basis for trading.</u> <u>(3) Execute transactions according to authorized limits and established strategies.</u> <u>(4) In the event of significant changes in the financial market or when traders determine that established strategies are no longer applicable, submit evaluation reports promptly, formulate new strategies, and, upon approval by the chairman, use them as the basis for trading.</u> 2. Accounting Department: Responsible for executing transaction confirmation and accounting processing <u>(1) Review whether transactions are conducted according to authorized limits and established strategies.</u>	Amended to meet the Company's current operational needs.

	<u>(2) Conduct monthly evaluations, and submit evaluation reports to the chairman for review.</u> <u>(3) Make declarations and announcements in accordance with the regulations of the Securities and Futures Commission.</u> <u>3. Finance Department: Unit responsible for executing settlement and account management.</u> <u>4. Audit Department: It should regularly assess the adequacy of internal controls for derivative commodity transactions and conduct monthly audits to determine compliance with this Procedure by the trading department. Analyze transaction cycles and produce audit reports. In the event of significant violations, notify the respective supervisors in writing.</u>	
Article 5 <u>Transaction Amount and Total and Individual Contract Loss Caps</u> <u>1. Risk avoidance operations:</u> <u>The total amount of the Company's overall hedging contract shall not exceed 50% of the net position of the Company's receivables and payables or assets and liabilities arising from the Company's business in the next three months. The maximum contract loss limit shall not exceed 10% of the contract amount and applies to individual contracts and all contracts.</u> <u>2. Transactional operations</u> <u>The Company does not engage in trading operations</u>		Article 5 and 8 are summarized together
Article 6 <u>Performance Evaluation</u> <u>The performance of hedging operations is measured and evaluated based on the hedging strategy.</u>	Article 6 <u>Performance Evaluation Guidelines:</u> <u>1. The basis for performance evaluation shall be the profit or loss generated between the Company's book exchange rate cost and engaging in derivative commodity transactions.</u> <u>2. To fully grasp and express the evaluation risk of transactions, evaluate profits and losses through monthly settlement evaluations.</u> <u>3. The finance department shall provide evaluations of trading commodities and market trend analyses to senior management on a monthly basis as decision-making references.</u>	Amended to meet the Company's current operational needs.
	Article 7 <u>Contract Amount:</u> <u>1. Non-transactional Purpose (to avoid risks associated with existing assets or liabilities): The total amount should not exceed the total amount of existing assets or liabilities. Any excess amount should be classified as transactional.</u> <u>2. Transactional Purpose: The total contract amount for transactions shall be assessed and adjusted annually, but shall not exceed 10 times the authorized trading limit. However, in special circumstances approved by the board of directors, this limit does not apply.</u>	This Article and Article 5 are summarized together

	Article 8 Upper Limits for Total and Individual Contract Losses: The upper limit for total contract losses is set at USD 1,000,000, and the upper limit for individual contract losses is set at USD 10,000.	This Article and Article 5 are summarized together.																							
Article 7 Operational procedures 1. Authorization quota and level: Based on the Company's turnover growth and risk management, the authorization quota table is formulated, which will take effect after being approved by the chairman of the board and reported to the board of directors for approval. The same applies to amendments. The authorized quota and level of hedging operations are as follows: <table><tr><td>Authorizer</td><td>Each transaction limit</td></tr><tr><td>Department Chief</td><td>Less US\$30,000(inclusive)</td></tr><tr><td>Superior Officer</td><td>US\$3,000 ~ 50,000 (inclusive)</td></tr><tr><td>Chairman</td><td>Above US\$50,000</td></tr></table> The transaction amount must be approved by a person who meets the authorized limit. If other currency positions are generated, the corresponding specifications in the above table should be included. 2. Execution Department: Execution by the financial unit. After each transaction is completed, if the transaction is less than US\$50,000 (inclusive), it must be approved in writing by the supervisor above the level of authority.	Authorizer	Each transaction limit	Department Chief	Less US\$30,000(inclusive)	Superior Officer	US\$3,000 ~ 50,000 (inclusive)	Chairman	Above US\$50,000	Chapter 3 Operational Procedures Article 9 The operational procedures for transactions are as follows: 1. Authorization Limits: The head of the trading unit should issue a written quota application based on the conditions and experience of each trader, and provide individual traders with trading quotas and stop-loss limits. However, the stop-loss limit should not exceed the above limit. 2. Execution of Transactions: After each transaction, traders should obtain transaction vouchers from the counterparty and submit them to their unit head for signature. After signing, they should be further submitted to the accounting unit and the audit department. 3. Transaction Confirmation: The accounting unit should confirm and reconcile with the counterparty based on the transaction vouchers signed, and register based on the figures and details in the confirmation document. Reports should then be prepared and distributed to the trading unit for review, with the audit department conducting risk management. 4. Transaction Reporting Process: <table><tr><td>Form Type</td><td>Data Source</td><td>Signatories and Sequence</td></tr><tr><td>1. Transaction Voucher</td><td>Counterparty</td><td>Head of Trading Unit, Accounting, Audit Department</td></tr><tr><td>2. Daily Trading and Variation Table</td><td>a. Transaction Voucher b. Daily Closing Prices provided by News Agencies</td><td>Original: Superior Supervisor; Copy: Head of Trading Unit, Audit Department</td></tr><tr><td>3. Monthly Buying and Selling Summary Table</td><td>Transaction Voucher</td><td>Trading Unit, Audit Department, Superior Supervisor</td></tr><tr><td>4. Closing Summary Table</td><td>Monthly Closing Statement sent by Counterparties</td><td>Audit Department, Superior Supervisor, Chairman</td></tr></table> 5. The audit department should conduct regular (at least once a week) and ad-hoc (when market price fluctuations are significant) risk assessments and monitoring of all departments involved in derivative commodities trading within the Company.	Form Type	Data Source	Signatories and Sequence	1. Transaction Voucher	Counterparty	Head of Trading Unit, Accounting, Audit Department	2. Daily Trading and Variation Table	a. Transaction Voucher b. Daily Closing Prices provided by News Agencies	Original: Superior Supervisor; Copy: Head of Trading Unit, Audit Department	3. Monthly Buying and Selling Summary Table	Transaction Voucher	Trading Unit, Audit Department, Superior Supervisor	4. Closing Summary Table	Monthly Closing Statement sent by Counterparties	Audit Department, Superior Supervisor, Chairman	Amended to meet the Company's current operational needs
Authorizer	Each transaction limit																								
Department Chief	Less US\$30,000(inclusive)																								
Superior Officer	US\$3,000 ~ 50,000 (inclusive)																								
Chairman	Above US\$50,000																								
Form Type	Data Source	Signatories and Sequence																							
1. Transaction Voucher	Counterparty	Head of Trading Unit, Accounting, Audit Department																							
2. Daily Trading and Variation Table	a. Transaction Voucher b. Daily Closing Prices provided by News Agencies	Original: Superior Supervisor; Copy: Head of Trading Unit, Audit Department																							
3. Monthly Buying and Selling Summary Table	Transaction Voucher	Trading Unit, Audit Department, Superior Supervisor																							
4. Closing Summary Table	Monthly Closing Statement sent by Counterparties	Audit Department, Superior Supervisor, Chairman																							
	Chapter 4 Announcement and Reporting Procedures Article 10 Information Disclosure Procedure 1. The finance department of the Company shall, in accordance with the regulations of the regulatory authority, input the situation of derivative commodity transactions conducted by the Company and its non-domestic publicly	This Article and Article 11 are summarized together.																							

	<u>traded subsidiaries as of the end of the previous month into the designated information reporting website of the regulatory authority by the 10th of each month, following the prescribed format.</u> <u>2. When the losses from engaging in derivative commodity transactions reach the upper limits as defined in the Procedure, either for all contracts or individual contracts, the Company shall make announcement reports within two days from the occurrence of the event, following the prescribed format by the regulatory authority.</u> <u>3. If there are errors or omissions in the items that the Company is required to disclose according to regulations, and corrections are necessary, the Company shall re-submit all items for announcement reporting.</u>	
	<u>Chapter 5 Accounting Procedures and Methods</u> <u>Article 11</u> <u>Accounting procedures should faithfully represent the content and results of transactions and express the results of transactions and information disclosure in accordance with the prudence principle.</u>	This Article and Article 4 are summarized together.
	<u>Article 12</u> <u>Receivables and payables for each month should be presented as net amounts and separately listed according to</u>	
	<u>Article 13</u> <u>The accounting unit should calculate realized gains and losses for offset transactions based on individual recognition methods at the end of each month.</u>	
	<u>Article 14</u> <u>After the monthly closing, the accounting unit should, within five days, separate the unsettled portions of transactions from the previous month into those for trading purposes and those not for trading purposes based on market value methods, calculate their net gains and losses individually, and record them under realized gains and losses and unrealized gains and losses accounts.</u>	
	<u>Article 15</u> <u>Accounting personnel should confirm and reconcile transaction details and account statuses with counterparties monthly.</u>	
<u>Article 8</u> Establish a reference book <u>1. When the Company engages in derivatives transactions, it should establish a derivatives transaction record book.</u> <u>The types and amounts of derivatives transactions, the date of approval by the board of directors, and matters that need to be evaluated should be published in the record book for future reference. Internal auditors should regularly understand the adequacy of</u>	<u>Article 16</u> <u>For the current financial statements, accounting personnel should disclose detailed information about derivative commodities, their counterparties, risks and authorized units, face values, contract amounts, recognized gains and losses, evaluation results, accounting policies, and significant post-balance sheet events according to the nature of transactions.</u>	This Article and Article 8 are summarized together.

<u>internal controls on derivatives transactions, check the financial unit's compliance with the "Procedures for Financial Derivatives Transactions" on a monthly basis, analyze the transaction cycle, and prepare an audit report. If internal auditors discover major violations, they should immediately report them to the Audit Committee and punish relevant personnel based on the violations.</u> <u>2. The Company engages in derivative commodity transactions and records relevant matters in accordance with relevant laws and regulations. Unless otherwise provided by other laws, the records shall be kept for at least five years.</u>		
<u>Article 9 Internal Control System</u>	<u>Chapter 6 Internal Control System</u> <u>Article 17 Principle of Segregation of Duties</u> <u>Transactions, accounting, and audit should be separated to achieve professional specialization and mutual checks and balances.</u>	Amended to meet the Company's current operational needs.
	<u>Article 18 Internal Control of Operations</u> <u>1. Transaction vouchers should be obtained from counterparties immediately after each transaction.</u> <u>2. The acquisition of transaction data and the process of form production should be clearly delineated in terms of responsibilities.</u> <u>3. Accounting personnel should regularly reconcile transaction details and account statuses with counterparties.</u> <u>4. The trading positions of traders should comply with approved trading quotas and stop-loss limits.</u> <u>5. The audit department must understand the daily trading and variation table provided by the accounting department every day.</u>	This Article and Article 9 are summarized together.
<u>1. Risk Management Measures</u> <u>(1) Credit risk management: The Company's transactions are limited to banks or internationally renowned financial institutions that have dealings with the Company and can provide professional information.</u> <u>(2) Market risk management: The Company shall control the risk of market price changes in derivative financial products due to changes in interest rates, exchange rates or other factors at all times.</u> <u>(3) Liquidity risk management: In order to ensure liquidity, trading objects must have sufficient equipment, information and trading capabilities, and be able to trade in any market.</u> <u>(4) Cash flow risk management: The Company should maintain sufficient liquid assets and financing lines to meet the demand for delivery funds.</u> <u>(5) Operational risk management: The</u>	<u>Article 19 Risk Management Measures</u> <u>1. Credit Risk Management: All trading orders of the Company are placed with internationally renowned, creditworthy banks, and brokers.</u> <u>2. Market Risk Management:</u> <u>(1). Utilization of markets where pricing information is adequately disclosed.</u> <u>(2). Control over confirming trading quotas.</u> <u>3. Liquidity Risk Management: When selecting trading commodities, priority is given to those with high liquidity and large trading volumes (i.e., easily liquidated in the market).</u> <u>4. Operational Risk Management:</u>	Amended to meet the Company's current operational needs.

<u>Company clearly defines authorization limits and operating procedures to avoid operational risks.</u> <u>(6) Commodity risk management: Internal trading personnel should have complete and correct professional knowledge about financial products, and financial institutions are required to fully disclose risks to avoid misuse of financial products.</u> <u>(7) Legal risk management: Documents signed with financial institutions should be reviewed by legal personnel before they can be formally signed to avoid legal risks.</u> <u>2. Internal control</u> <u>(1) Trading personnel and confirmation, delivery and other operations personnel engaged in derivatives shall not serve concurrently with each other.</u> <u>(2) After the trading personnel make a transaction, the confirming personnel shall confirm the conditions of the transaction with the transaction counterparty and submit it to the responsible supervisor for approval.</u> <u>(3) When the Company engages in derivatives trading, the person designated in writing by the chairman of the board is responsible for the measurement, supervision and control of relevant risks. He should belong to a different class unit from the trading, confirmation and delivery personnel, and should report to the chairman of the board. or board report.</u>	(1) Adherence to authorized quotas, operational procedures, and inclusion in internal audits to avoid operational risks. (2) Traders and personnel responsible for confirmation and settlement of derivative commodity transactions should not hold dual roles. (3) Personnel responsible for measuring, monitoring, and controlling risks should be from different departments from those mentioned in the preceding point. They should report to the board of directors or senior management responsible for trading or position decisions. (4) Positions held in derivative commodity transactions should be evaluated at least weekly, but hedging transactions conducted for business needs should be evaluated at least twice a month. Evaluation reports should be submitted to senior management authorized by the board of directors. 5. Legal Risk Management: (1) Documents signed with banks and brokers should be reviewed by relevant business and legal personnel before formal signing. (2) <u>Prior to any transaction, a thorough understanding of the regulations governing the traded commodity and market is required.</u> 6. <u>Cash Flow Risk Management: To ensure the stability of the Company's operating funds, the source of funds for derivative commodity transactions is limited to proprietary funds, and the operational amount should consider the cash flow needs for the next three months based on cash flow forecasts.</u> 7. <u>Commodity Risk Management: Internal traders should possess comprehensive and accurate professional knowledge of financial commodities and require banks to fully disclose risks to prevent misuse of financial commodity risks.</u>	
<u>3. Regular evaluation</u> (1) In addition to assigning the chairman of the board of directors or the person designated by him with written authorization to be responsible for the supervision and control of derivative financial product transaction risks, the board of directors should also regularly evaluate whether the performance of derivative product transactions is in line with the established business strategy and commitments. Whether the risk is within the tolerance	Article 20 Regular Evaluation Methods 1. The board of directors should authorize senior management to regularly supervise and evaluate whether derivative commodity transactions are conducted in accordance with the Company's established trading procedures and whether the risks undertaken are within the acceptable range. In case of abnormal situations in market price evaluation reports (such as positions held exceeding restricted losses), the board should be immediately informed, and appropriate measures should be	Amended to meet the Company's current operational needs.

range of the Company. <u>The chairman of the Company or the person designated by him with written authorization shall, as assigned by the board of directors, regularly evaluate whether the risk management procedures currently used are appropriate and are actually handled in accordance with the provisions of these procedures, and report the evaluation results to the latest board of directors afterwards. If any abnormal situation occurs, it should be reported to the chairman or the board of directors immediately and necessary countermeasures should be take.</u> (2) Positions held in derivative commodity transactions should be evaluated at least weekly. However, hedging transactions conducted for business needs should be evaluated at least twice a month. Evaluation reports should be submitted to chairman or the person authorized by the Chairman.	taken. If the Company has appointed independent directors, at least one independent director should attend the board meeting and express opinions. 2. Positions held in derivative commodity transactions should be evaluated at least weekly. However, hedging transactions conducted for business needs should be evaluated at least twice a month. Evaluation reports should be submitted to senior management authorized by the board of directors.	
Article 10 1. Internal audit personnel should regularly assess the adequacy of internal controls for derivative commodity transactions. They should conduct monthly audits to determine compliance with the Procedures for Financial Derivatives Transactions by the trading department, analyze transaction cycles, and prepare audit reports. If significant violations are discovered, they should notify the <u>audit committee</u> in writing.	<u>Chapter 7 Internal Audit System</u> Article 21 1. Internal audit personnel should regularly assess the adequacy of internal controls for derivative commodity transactions. They should conduct monthly audits to determine compliance with this Procedure by the trading department, analyze transaction cycles, and prepare audit reports. If significant violations are discovered, they should notify the <u>supervisors</u> in writing. 2. <u>The audit department should submit the audit report and the execution status of the internal audit annual plan to the regulatory authority by the end of February of the following year. The improvement status of abnormal items should be reported to the regulatory authority for reference no later than the end of May of the following year</u>	Amended to meet the Company's current operational needs
	Chapter 8 Other Matters Article 22 <u>Control Procedures for Subsidiaries Engaging in Derivative Commodity Transactions</u> 1. <u>Subsidiaries of the Company intending to engage in derivative commodity transactions should, in accordance with relevant provisions of this Procedure, establish procedures for subsidiary engagement in derivative commodity transactions and submit them for approval at the shareholders' meeting of the respective subsidiary.</u> 2. <u>Subsidiaries should submit, on a monthly basis, information on derivative commodity transactions conducted as of the end of the previous month in the prescribed format to the</u>	This Article and Article 11 and 13 are summarized together

	<u>Company for review.</u> <u>3. When audit personnel of the Company conduct audits at subsidiaries according to the annual audit plan, they should also assess the execution of procedures for derivative commodity transactions by subsidiaries. If any deficiencies are found, they should continuously monitor the improvement progress and submit a follow-up report to the Chairman.</u>	
Article 11 <u>Announcement and Application Procedures</u> <u>The Company shall make monthly announcements and reports on the derivatives transactions of the Company and its subsidiaries that are not domestic public companies as of the end of last month in accordance with relevant laws and regulations.</u> <u>In addition to the provisions of the preceding paragraph, if there are other matters that should be announced and reported in accordance with the laws and regulations, they shall be handled in accordance with the relevant regulations. When the Company's subsidiaries that are not domestic public companies are subject to the provisions of this paragraph, the Company shall also handle announcements and declarations on its behalf. If there are errors or omissions in the items that should be announced in accordance with regulations and need to be corrected during the announcement, the Company shall re-announce and report all items.</u>		Amended to meet the Company's current operational needs.
Article 12 <u>Penalties</u> <u>When engaging in derivatives trading, the Company's managers and managers should abide by the provisions of these procedures to protect the Company from losses caused by improper operations. If there is any violation of relevant laws or the provisions of these handling procedures, the punishment will be handled in accordance with the provisions of the Company's relevant personnel regulations</u>	Article 23 <u>Managers and responsible personnel of the Company who cause losses due to violations of this Procedure should compensate the Company for the amount of losses incurred. They should also be subject to regular performance assessments according to the Company's personnel management regulations and employee handbook, and disciplinary action should be taken based on the severity of the violations.</u>	Amended to meet the Company's current operational needs.
Article 13 <u>If a subsidiary of the Company intends to engage in derivatives trading, the Company shall urge it to formulate procedures for dealing with derivatives trading and submit them to its audit committee and/or board of directors and/or shareholders' meeting for resolution in accordance with relevant regulations for implementation. If the Company's subsidiaries engage in derivatives trading, they should provide relevant information to the Company for review on a regular basis.</u>		Amended to meet the Company's current operational needs.
Article 14 <u>This procedure shall be approved by the Audit Committee, approved by the Board of Directors, and submitted to the Shareholders'</u>	Article 24 <u>After the approval of the board of directors, this Procedure shall be submitted to all supervisors.</u>	Amended to meet the Company's

Meeting for approval. The same applies to amendments.	and reported to the shareholders' meeting for approval. <u>If any director objects and provides recorded or written statements, the Company shall submit their objections to all supervisors and report them to the shareholders' meeting for discussion.</u> Any amendment shall follow the same process.	current operational needs
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Attachment 7

Comparative Table for the Current and Amended “Procedures for Lending Funds to Others”

Amended	Original	Reason for Amendment
Article 2 The party to whom the Company may lend its funds <u>shall be limited to:</u> 1. Companies or firms having business relationship with the Company; <u>or</u> 2. Companies that need short-term financing. The so-called short-term refers to a period of one year. <u>When our Company lends funds to companies with which we have business relationships, it is limited to the Company's operational needs. Lending funds due to the need for short-term financing is limited to subsidiaries of the Company that directly or indirectly hold more than 50% of the voting shares or other funds lending with the approval of the Company's board of directors.</u>	Article 2 The party to whom the Company may lend its funds 1. Companies or firms having business relationship with the Company. 2. Companies or firms requiring short-term financing from the Company. The lending amount <u>shall not exceed 40 percent of the Company's net worth.</u> <u>The aforementioned “short-term” means one year or a business operating cycle, whichever is longer</u> <u>The terms “financing amount” means the cumulative balance of the Company's short-term financing. In other words, the cumulative loan amount is calculated by subtracting the cumulative recovered amount. The responsible person of the Company who has violated the provisions of the first paragraph shall be liable, jointly and severally with the borrower, for the repayment of the loan at issue and for the damages, if any, to the Company resulted there-from.</u>	Amended to meet the Company's current operational needs.
Article 3 Conditions for Financing 1. Loan limit (1) For those who have business dealings, the individual loan amount shall not exceed 20% of the Company's net worth, and the total loan amount shall not exceed 40% of the Company's net worth. (Those who have business dealings should use the uncollected balance of the contract between the two parties as the evaluation criterion). (2) If there is a need for short-term financing, the individual loan amount shall not exceed 40% of the Company's net worth, and the total loan amount shall not exceed 40% of the Company's net worth. (3) The total amount of funds lent to all borrowers shall not exceed 40% of the Company's net worth. The Company engages in capital loans between foreign companies that directly and indirectly hold 100% of the voting shares, or foreign companies that directly and indirectly hold 100% of the voting shares engage in capital loans to the Company. The amount is not subject to the loan's % of the Company's net worth. The	Article 3 Criteria for Evaluating Fund Lending to Others 1. Companies or firms with business dealings with this Company must demonstrate the necessity for fund lending by reaching ten percent of the total amount of purchases or sales in the previous fiscal year. 2. Fund lending for short-term financing is limited to the following circumstances: (1) <u>Companies in which this Company holds more than fifty percent of shares may obtain short-term financing for business needs.</u> (2) Other companies or firms may obtain short-term financing for procurement or operational turnover needs. (3) Fund lending to others requires approval by the board of directors of this Company. Article 4 Total lending amount and credit limit of individual part 1. For fund lending between this Company and other companies or firms due to business transactions, the total amount shall not	Amended to meet the Company's current operational needs.

limit of forty is not subject to the loan period limit in Paragraph 2 of this Article, but the total amount of capital loan and the limit for individual objects should still be set, and the loan period should be clearly defined. 2. Loan term The financing period is limited to one year from the date of loan disbursement. 3. Interest calculation The Company's capital loan interest rate can be adjusted flexibly based on the Company's capital costs, but it must not be lower than the Company's short-term borrowing rate from general financial institutions. Interest is calculated on a monthly basis. In special circumstances, it may be adjusted based on the actual situation with the approval of the board of directors. Adjustment.	exceed twenty percent of this Company's latest financial statement net worth, with individual lending limits to a single entity not exceeding ten percent of this Company's latest financial statement net worth. 2. In cases where short-term financing between companies or firms is necessary, the total financing amount shall not exceed twenty percent of this Company's latest financial statement net worth, with individual lending limits to a single entity not exceeding ten percent of this Company's latest financial statement net worth. 3. Approval by the board of directors is required, and lending must be within the limits set by the shareholders' meeting. The term "net worth" refers to the balance remaining after deducting total liabilities from total assets (i.e., shareholders' equity). Article 5 Loan Term and Interest Calculation Method for Fund Lending 1. The repayment period for each loan is limited to one year. Loans not repaid on time shall not be eligible for further lending. 2. Interest calculation shall be based on prevailing market interest rates at the time of fund lending, adjusted flexibly according to the Company's cost of funds. Interest shall be payable monthly as a general rule.	
<u>Article 3-1 When the person in charge of the Company violates the provisions of Paragraph 1 of Article 2 and Paragraph 1 of Article 3, he shall be jointly and severally liable with the borrower for the return; if the Company suffers damage, he shall also be liable for damages.</u>		Amended to meet the Company's current operation needs New Article added.
Article 4 Decision-making and Responsibility Units 1. Fund lending between this Company and its subsidiaries, or between subsidiaries, shall be handled in accordance with the review procedures and evaluation regulations stipulated in Article 7, after obtaining approval from the board of directors. The Chairman may be authorized by the board of directors to disburse funds in installments or for revolving use to the same lending party within a specified limit set by the board of directors and not exceeding one year. The term "specified limit" mentioned above	Article 6: Decision-making and Responsibility Units 1. Fund lending between this Company and its subsidiaries, or between subsidiaries, shall be handled in accordance with the review procedures and evaluation regulations stipulated in Article 7, after obtaining approval from the board of directors. The Chairman may be authorized by the board of directors to disburse funds in installments or for revolving use to the same lending party within a specified limit set by the board of directors and not exceeding one year. The term "specified limit" mentioned above	Amended to meet the Company's current operation needs New Article added.

refers to the authorized lending limit by this Company or its subsidiaries to a single enterprise, which shall not exceed ten percent of the latest financial statement net worth of that Company. 2. When lending funds to others, the opinions of each independent director should be fully considered. If an independent director has any objections or reservations, they should be recorded in the minutes of the board meeting.	refers to the authorized lending limit by this Company or its subsidiaries to a single enterprise, which shall not exceed ten percent of the latest financial statement net worth of that Company. 2. If this Company appoints independent directors, their opinions should be fully considered when lending funds to others. If any independent director expresses opposition or reservation, it should be recorded in the minutes of the board of directors' meeting. 3. The primary unit responsible for implementing this regulation is the Finance Department.	
Article 5 Loan and <u>Operation</u> Procedures 1. Credit investigation <u>When our Company handles capital loan matters, the borrower should first submit necessary Company information and financial information and apply for a financing line in writing to the Company.</u> After the Company accepts the application, the handling personnel shall investigate and evaluate the business, financial status, solvency and credit, profitability and purpose of the loan of the loan recipient, and prepare a report. <u>When conducting a credit investigation on a borrower, the Company should also evaluate the impact of the loan on the Company's operational risks, financial status and shareholders' equity.</u> 2. Security measures <u>When the Company handles capital loans, except for subsidiaries where the Company directly or indirectly holds more than 50% of the voting shares, it should obtain a guaranteed promissory note of the same amount and, if necessary, set up a mortgage on movable or immovable property. For the debt guarantee mentioned in the preceding paragraph, if the debtor provides an individual or Company with considerable financial resources and credit as a guarantee in lieu of providing collateral, the board of directors may handle the matter with reference to the credit report of the person</u>	Article 7 Operating and <u>review procedures for financing others</u> 1. Credit investigations <u>For all companies or banks that apply for loan funds, a detailed credit investigation should be conducted. The principles are as follows:</u> (1) <u>First-time Borrowers shall provide basic information and financial data to facilitate the credit investigation.</u> (2) <u>For non first-time Borrowers, credit investigations shall be conducted when they file for loan extensions. In significant or urgent cases, credit investigations can be conducted on demand depending on the circumstances.</u> (3) <u>Provided that the Borrower is in good financial condition and the certified public accountant has audited the Borrower's annual financial statements, the investigation report of more than one year and less than 2 years can be used together with the certified public accountant's audited report with the same period as the investigation report as reference materials for lending</u> 2. Review and Evaluation <u>All borrowers must complete an application form, and the handling unit shall prepare a detailed review and evaluation report. The evaluation report shall include the following items and shall be processed according to the prescribed operational procedures:</u> (1) <u>The necessity and reasonableness of lending funds to others.</u> (2) <u>Credit investigation and risk assessment of the borrower.</u> (3) <u>Impact on the Company's operational risks, financial condition, and shareholder equity.</u> (4) <u>Whether collateral should be obtained</u>	Amended to meet the Company's current operation needs New Article added.

<u>in charge; if a Company is used as the guarantee, attention should be paid to whether its articles of association include stipulate terms that may serve as guarantees.</u> <u>3. Scope of authorization</u> <u>The Company handles capital loans after a credit check by the Company's handling staff, and then submits them to the chairman of the board for approval and reports to the board of directors for approval. However, major capital loans must be approved by the audit committee in accordance with relevant regulations. The Company's capital loans to subsidiaries, upon resolution by the Company's board of directors, may authorize the chairman of the board to allocate funds to the same loan object in installments within a period not exceeding 10% of the Company's latest financial statement net worth and not exceeding one year. loan or recycling.</u> <u>When lending funds to others, the opinions of independent directors should be fully considered. If independent directors have objections or reservations, they should be recorded in the minutes of the board meeting.</u> <u>4. Notify the borrower</u> After the loan case is approved, the handling personnel should notify the borrower in a letter detailing the Company's loan conditions, including the amount, term, interest rate, collateral and guarantor, etc., and ask the borrower to come and handle the necessary procedures within the time limit. <u>5. Contract signing and guarantee</u> For loan cases, the handling personnel shall draw up the terms of the contract, which shall be reviewed by the supervisor and, if necessary, submitted to a legal advisor for review before the contract signing procedures are completed. The content of the contract should be consistent with the approved loan conditions. After the borrower and the joint guarantor sign the contract, the handling personnel should complete the guarantee procedures. <u>6. Setting of collateral rights</u> If there is collateral in the loan case, the	<u>and the assessed value of the collateral.</u> <u>(5) Whether the cumulative amount of fund lending remains within the prescribed limits.</u> <u>(6) Attachment of the borrower's credit investigation and risk assessment records.</u> <u>3. Loan Approval</u> <u>(1) After review and evaluation, if the borrower's credit rating is poor or for any other reason it is (deemed inappropriate to grant the loan, the handling personnel shall provide reasons for not granting the loan, have them signed and approved, and promptly inform the borrower.</u> <u>(2) After review and evaluation, for cases with good credit ratings, legitimate loan purposes, and no adverse effects on the Company's financial business and shareholder equity, the handling personnel shall submit the credit investigation and evaluation report, along with the proposed loan amount, term, interest rate, and other information, for approval by the Managing Director and Chairman. Subsequently, according to Article 6, approval from the board of directors is required before proceeding.</u> <u>4. Notification to Borrower</u> After the loan application is approved, the handling personnel shall promptly notify the borrower by letter or email, providing detailed information on the loan terms, including the amount, term, interest rate, collateral, and guarantors. The borrower is requested to sign the contract within the specified period, complete the procedures for setting up collateral (mortgage or pledge), and complete the guarantor procedures, upon which the appropriation will be made. <u>5. Contract and Guarantee</u> <u>(1) The terms of the loan agreement shall be drafted by the handling personnel, reviewed by the supervising personnel, and then submitted to the legal advisor for approval before proceeding with the signing procedure.</u> <u>(2) The content of the agreement shall be consistent with the approved loan terms. After the (borrower and the joint guarantor(s) have signed the agreement, the handling personnel shall proceed with the guarantee procedures.</u> <u>6. Security Measures</u> When this Company lends funds to others,	
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borrower should provide the collateral and go through the procedures for setting up a pledge or mortgage right. The Company also needs to evaluate the value of the collateral to ensure the Company's creditor's rights. 7. <u>Insurance</u> <u>In addition to land and securities, all collateral should be insured against fire insurance and related insurance. The insurance amount should not be less than the collateral value or pledge amount of the collateral. The insurance policy should name the Company as the beneficiary, and the amount stated in the policy should be</u> <u>The name, quantity, storage location, insurance conditions, and insurance approval of the subject matter should be consistent with the Company's original loan conditions.</u> <u>The handling personnel should be careful to notify the borrower to continue to purchase insurance before the expiration of the insurance period.</u> 8. <u>Appropriation</u> Once the loan conditions are approved, the borrower signs the contract, and all procedures such as registration of collateral mortgage (pledge) are completed and verified, the funds can be allocated.	except for investments in subsidiaries of the Company, the borrower shall be required to provide appropriate collateral or security instruments equivalent to the loan amount. Additionally, procedures for the establishment of chattel or real property pledges or mortgages shall be carried out to ensure the rights of this Company as a creditor. 7. <u>Appropriation</u> Once a loan application has been approved and processed according to the procedures outlined in this operation, and after verification by the Finance Department to ensure accuracy, an appropriation can be made.	
<u>Article 6 Repayment</u> 1. <u>After a loan is disbursed, you should always pay attention to the financial, business and credit status of the borrower and the guarantor. If collateral is provided, you should also pay attention to whether there is any change in the value of the guarantee. One month before the loan period expires, the borrower should be notified that the loan is due to be repaid.</u> 2. <u>When the borrower repays the loan when it is due, the interest payable shall be calculated first, and then the promissory note, IOU and other debt repayment certificates may be canceled and returned to the borrower only after the principal has been repaid.</u> 3. <u>If the borrower applies to cancel the mortgage right, he should first check whether there is any loan balance before deciding whether to accept the cancellation of the mortgage right.</u>		Amended to meet the Company's current operation needs New Article added
<u>Article 7 Handling overdue claims</u> <u>The borrower must repay the loan amount</u>		Amended to meet the

<u>before the loan expires. If there is still a need for funds, the loan application process must be re-implemented in accordance with the Company's regulations, and the relevant procedures must be re-completed after the board of directors' resolution is passed. If there is a debt that is overdue and cannot be recovered after calls, the Company may take action and recover compensation according to law with respect to the collateral or guarantor provided.</u>		Company's current operation needs New Article added
Article 8 Arrangement and Storage of Case Files <u>When a Company handles capital loan matters, it should establish a record book and record in detail the objects of the capital loan, the amount, the date of approval by the board of directors, the date of the fund loan, and matters that should be carefully evaluated in accordance with these operating procedures. For the cases they handle, after the loan is issued, the handling personnel should sort out the promissory notes and other debt certificates, as well as collateral certificates, insurance policies, and transaction documents in order, put them into a safekeeping bag, and put them on the bag. After indicating the contents of the deposit and the name of the customer, submit it to the supervisor for inspection. Once the inspection is correct, it will be sealed, stamped with the seal of the person in charge and the supervisor at the inspection office, and registered in the deposit register for safekeeping.</u>		Amended to meet the Company's current operation needs , Paragraphs and wordings properly adjusted
Article 9 Announcement and Reporting Procedures 1. The Company shall announce and report the balances of fund lending for the Company and its subsidiaries for the previous month before the 10th day of each month. 2. The Company shall promptly announce and report the following situations within two days of their occurrence: (1) The balance of fund lending by the Company and its subsidiaries to others reaches twenty percent or more of the latest financial statement net worth of the Company. (2) The balance of fund lending by the Company and its subsidiaries to a single enterprise reaches ten percent or more of the latest financial statement net worth of the Company. (3) The newly added fund lending amount by the Company and its subsidiaries reaches NT\$10 million or more, and it accounts for two percent or more of the latest financial statement net worth of the Company. 3. For subsidiaries of the Company that are not	Article 8 Announcement and Reporting Procedures 1. The Company shall announce and report the balances of fund lending for the Company and its subsidiaries for the previous month before the 10th day of each month. 2. The Company shall promptly announce and report the following situations within two days of their occurrence: (1) The balance of fund lending by the Company and its subsidiaries to others reaches twenty percent or more of the latest financial statement net worth of the Company. (2) The balance of fund lending by the Company and its subsidiaries to a single enterprise reaches ten percent or more of the latest financial statement net worth of the Company. (3) The newly added fund lending amount by the Company and its subsidiaries reaches NT\$10 million or more, and it accounts for two percent or more of the latest financial statement net worth of the Company. 3. For subsidiaries of the Company that are not	Amended to meet the Company's current operation needs Paragraphs and wordings properly adjusted

domestic publicly traded companies and have matters requiring announcement and reporting as described in the preceding paragraphs, the Company shall handle such matters on behalf of its subsidiaries. <u>4. The Company should evaluate the situation of capital loans and set aside adequate provisions for bad debts, appropriately disclose relevant information in financial reports, and provide relevant information to certified accountants to perform necessary verification procedures.</u> The term "announcement and reporting" refers to the submission to the designated information reporting website of the Financial Supervisory Commission (hereinafter referred to as the "Commission"). The term "occurrence date" refers to the earlier of the signing date, payment date, board resolution date, or any other date sufficient to determine the object and amount of fund lending or endorsement guarantee.	domestic publicly traded companies and have matters requiring announcement and reporting as described in the preceding paragraphs, the Company shall handle such matters on behalf of its subsidiaries. The term "announcement and reporting" refers to the submission to the designated information reporting website of the Financial Supervisory Commission (hereinafter referred to as the "Commission"). The term "occurrence date" refers to the earlier of the signing date, payment date, board resolution date, or any other date sufficient to determine the object and amount of fund lending or endorsement guarantee.	
	<u>Article 9 Subsequent control on loan amount and procedures for overdue credit</u> <u>1. Following loan appropriation, the Company shall frequently evaluate the financial, operating and related credit conditions of the Borrower and its guarantor. If collateral is provided, the Company shall be aware of the fluctuations in collateral's value. In case of significant changes, the Company shall notify the Chairperson immediately and take actions according to instructions of the Chairperson.</u> <u>2. Interest should be calculated when the Borrower repays the loan upon or before its due date. Once the principal and interest of the loan are repaid, the Company shall cancel and return the promissory note to the Borrower or cancel the pledge.</u> <u>3. The Borrower shall immediately repay the principal and interest when the loan is due. If the Borrower fails to repay the loan and requires an extension, the request for extension shall be submitted beforehand and approved by the Board of Directors. The extension on each loan shall be less than three months and one-time only. The lending duration of such a loan, including the extension, shall be less than one year or one operating cycle. In case of violation, the Company shall be entitled to impose penalties and take legal actions to recover the loan from the collateral provided or from the guarantor.</u>	Amended to meet the Company's current operation needs Paragraphs and wordings properly adjusted
Article 10 Penalties The Company's managers and sponsors should follow the provisions of these operating procedures when handling capital loans and the related matters to protect the Company from losses caused by improper operations. If	Article 10 Penalty The managers and persons-in-charge who violate the Procedures for Endorsements and Guarantees as promulgated by the Financial Supervisory Commission and these Procedures shall be penalized based on the severity of	Amended to meet the Company's current operational needs.

there is any violation of relevant laws or the provisions of these operating procedures, the punishment will be dealt with in accordance with the provisions of the Company's relevant personnel regulations.	violation in accordance with the Rules of Rewards and Punishments for the Company's employees.	
Article 11 Control procedures for financing other parties by subsidiaries 1. If the Company's subsidiaries intend to lend funds to others, they should also establish operating procedures for lending funds to others and handle the procedures in accordance with the prescribed operating procedures; however, the net worth is calculated based on the net worth of the subsidiary. 2. Subsidiaries should prepare a detailed statement of funds loaned to other companies in the previous month before the fifth day of each month (exclusive). 3. The internal auditors of the subsidiary should also audit the operating procedures and implementation of fund loans to others, and make written records. If any major violations are discovered, they should immediately notify the Company's audit unit in writing, and the Company's audit unit should forward the written information to Send to the Audit Committee. 4. When the Company's auditors conduct audits at subsidiaries in accordance with the annual audit plan, they should also understand the implementation of the subsidiary's operating procedures for loaning funds to others. If any deficiencies are found, they should continue to track their improvement and prepare a tracking report and submit it to Chairman.	Article 11 Control procedures for financing other parties by subsidiaries 1. When a subsidiary of the Company intends to lend funds to others, the Company shall instruct the subsidiary to establish operational procedures for fund lending to others in accordance with the regulations of the Financial Supervisory Commission (FSC) on "Guidelines for the Handling of Fund Lending and Endorsement Guarantees by Publicly Issued Companies". After approval by the board of directors, it shall be submitted to the shareholders' meeting for consent, and any amendments shall follow the same process. <u>2. Prior consent from the Company is required for any fund lending by a subsidiary to others. The fund lending operations of the subsidiary shall be conducted according to the aforementioned procedures.</u> 3. The Finance Department shall obtain detailed statements of fund lending balances from each subsidiary at the beginning of each month. <u>4. The Finance Department of the Company shall periodically evaluate whether the subsequent control measures and procedures for handling overdue receivables by each subsidiary are appropriate.</u> <u>5. Internal auditors of the Company shall periodically review the compliance of each subsidiary with its self-established "Fund Lending to Others Operational Procedures" and prepare audit reports. Upon review and approval, the findings and recommendations of the audit report shall be communicated to the subsidiaries being audited for improvement. Periodic follow-up reports shall be prepared to ensure that appropriate improvement measures have been timely implemented.</u> <u>6. The terms "subsidiary and parent Company" shall be determined in accordance with the regulations of the Financial Reporting Standards for Issuers of Securities.</u> <u>7. If the financial reports of the Company are prepared in accordance with International Financial Reporting Standards (IFRS), the term "net worth" referred to in this procedure shall mean the equity attributable to the owners of the parent Company as defined in the financial statements prepared in accordance with the Financial Reporting Standards for Issuers of Securities.</u>	Amended to meet the Company's current operational needs.
Article 12 Other Compliance Matters <u>The handling staff shall prepare a detailed list of fund loans for the previous month before the</u>	Article 12 Other Compliance Matters <u>1. The Finance Department shall meticulously record the details of fund lending to others,</u>	Amended to meet the Company's

<u>fifth day of each month and submit it step by step.</u> The Company's internal auditors should audit the operating procedures and implementation of fund lending to others at least quarterly, and keep written records. If any major violations are discovered, the audit committee should be notified in writing immediately. When the Company's circumstances change and the loan recipients do not comply with the provisions of this operating procedure or the balance exceeds the limit, the audit unit shall urge the finance department to formulate an improvement plan, submit the improvement plan to the audit committee, and complete the improvement according to the planned schedule.	<u>including the parties involved, amounts, and dates of board approval, dates of fund Appropriation, and other matters evaluated with caution, in a register for reference.</u> 2. Internal auditors of the Company shall conduct audits of the fund lending to others operational procedures and their implementation at least quarterly, and shall maintain written records. In case of discovery of significant violations, they shall promptly notify the Audit Committee <u>and independent directors</u> in writing. 3. If the Company subsequently undergoes changes such as a decrease in net worth, resulting in non-compliance with this guideline or exceeding the prescribed limits for lending, the Company shall establish and implement improvement plans. These improvement plans shall be submitted to the Audit Committee and independent directors, and improvements shall be completed according to the plan's schedule. 4. The Company shall evaluate fund lending situations in accordance with generally accepted accounting principles, make adequate provisions for bad debts, disclose relevant information appropriately in financial reports, and provide necessary information to the auditors for conducting audit procedures.	current operational needs.
Article 13 Implementation and Amendment When revising this operating procedure, it must be approved by one-half of all members of the Audit Committee, passed by a resolution of the Board of Directors, and submitted to the shareholders' meeting for approval. If any director expresses objections and has a record or written statement, the Company shall report the objections Submit to shareholders' meeting for discussion. <u>If the preceding paragraph is not approved by more than one-half of all members of the audit committee, it may be implemented with the consent of more than two-thirds of all directors, and the resolution of the audit committee shall be recorded in the minutes of the board meeting.</u> <u>All members of the audit committee referred to in Paragraph 1 and directors referred to in the preceding Paragraph shall be counted based on those who are actually in office.</u>	Article 13 Implementation Procedure 1. This operational procedure shall be approved by the board of directors and implemented after obtaining consent from the Audit Committee and reporting to the shareholders' meeting. If any director dissents and has a documented or written statement, the Company shall submit the dissenting opinion to the Audit Committee and report it to the shareholders' meeting for discussion. Amendments shall follow the same process. 2. <u>When the fund lending to others operational procedure is submitted to the board of directors for discussion in accordance with the preceding paragraph, due consideration shall be given to the opinions of each independent director. If any independent director expresses opposition or reservation, it shall be clearly recorded in the minutes of the board of directors' meeting.</u>	Amended to meet the Company's current operational needs.
	Article 14 Amendments 1. <u>This operational procedure was established on March 21st, 1997</u> 2. <u>The first amendment was made on October 26th, 1997</u> (Omitted) 12. <u>The eleventh amendment was made on July 22nd, 2021 (Republic of China Year 110).</u>	Amended to meet the Company's current operational needs Revision number and date are adjusted.

Attachment 8

Comparative Table for the Current and Amended “Procedures for Endorsements and Guarantees”

Amended	Original	Reason for Amendment
Article 2 The Company may endorse the scope of guarantee 1. <u>Guarantee from project contract manufacturer</u> It refers to the Company's endorsement based on the mutual guarantee relationship for the purpose of guaranteeing the performance of construction and warranty for project contracts contracted by manufacturers in the same industry. 2. Financing endorsements/guarantees, including: (1) Bill discount financing. (2) Endorsement or guarantee made to meet the financing needs of another Company. (3) Issuance of a separate negotiable instrument to a non-financial enterprise as security to meet the financing needs of the Company itself. 3. Customs duty endorsement/guarantee, meaning an endorsement or guarantee for the Company or another Company with respect to customs duty matters. 4. Other endorsements/guarantees, meaning endorsements or guarantees beyond the scope of the above two paragraphs. 5. Any creation by the Company of a pledge or mortgage on its chattel or real property as security for the loans of another Company.	Article 2 <u>The term "endorsements guarantees" as used in these Operational Procedures refers to the following:</u> 1. Financing endorsements/guarantees, including: (1) Bill discount financing. (2) Endorsement or guarantee made to meet the financing needs of another Company. (3) Issuance of a separate negotiable instrument to a non-financial enterprise as security to meet the financing needs of the Company itself. 2. Customs duty endorsement/guarantee, meaning an endorsement or guarantee for the Company or another Company with respect to customs duty matters. 3. Other endorsements/guarantees, meaning endorsements or guarantees beyond the scope of the above two paragraphs. Any creation by the Company of a pledge or mortgage on its chattel or real property as security for the loans of another Company	Amended to meet the Company's current operational needs.
Article 3 The Company may make endorsements/guarantees for the following companies: 1. A Company with which it does business. 2. A Company in which the Company directly and indirectly holds more than 50% of the voting shares. 3. A Company that directly and indirectly holds more than 50% of the voting shares in the Company. Companies in which the Company holds, directly or indirectly, 90% or more of the voting shares may make endorsements/guarantees for each other, and the amount of endorsements/guarantees may not exceed 10% of the net worth of the Company. This restriction shall not apply to endorsements/guarantees made between companies in which the Company holds, directly or indirectly, 100% of the voting shares. The Company may provide endorsement guarantees based on the needs of contracted projects between peers (<u>Including individual jointly built landowners</u>) or co-promoters,	Article 3 The Company may make endorsements/guarantees for the following companies: 1. A Company with which it does business. 2. A Company in which the Company directly and indirectly holds more than 50% of the voting shares. 3. A Company that directly and indirectly holds more than 50% of the voting shares in the Company. Companies in which the Company holds, directly or indirectly, 90% or more of the voting shares may make endorsements/guarantees for each other, and the amount of endorsements/guarantees may not exceed 10% of the net worth of the Company. This restriction shall not apply to endorsements/guarantees made between companies in which the Company holds, directly or indirectly, 100% of the voting shares. The Company may provide endorsement guarantees based on the needs of contracted projects between peers or co-promoters, according to contract provisions, or due to joint	Amended to meet the Company's current operational needs.

according to contract provisions, or due to joint investment relationships, whereby all contributing shareholders guarantee the invested Company's endorsement according to their respective shareholding ratios, or, in accordance with consumer protection regulations, it may jointly provide performance guarantees for pre-sale housing sales contracts between peers. The aforementioned activities are not subject to the restrictions of the preceding two clauses. The term "investment" in the preceding clause refers to direct investment by the Company or investment through wholly-owned subsidiaries holding 100% of the voting shares.	investment relationships, whereby all contributing shareholders guarantee the invested Company's endorsement according to their respective shareholding ratios, or, in accordance with consumer protection regulations, it may jointly provide performance guarantees for pre-sale housing sales contracts between peers. The aforementioned activities are not subject to the restrictions of the preceding two clauses. The term "investment" in the preceding clause refers to direct investment by the Company or investment through wholly-owned subsidiaries holding 100% of the voting shares. <u>The Subsidiaries and parent companies shall be determined in accordance with the provisions of the financial reporting standards for issuers of securities.</u> <u>The Company's financial statements are prepared in accordance with International Financial Reporting Standards.</u> <u>The term "net worth" refers to the equity attributable to the owners of the parent Company as specified in the financial reporting standards for issuers of securities.</u>	
Article 4 <u>The overall external endorsement guarantee limit of the Company and its subsidiaries is as follows:</u> 1. The total amount of the Company's external endorsement guarantees shall not exceed ten times the Company's current net worth, <u>and the amount of endorsement guarantees for a single enterprise shall not exceed eight times the Company's current net worth. The above net worth is based on the latest financial statements verified or reviewed by accountants.</u> 2. <u>The total amount of external endorsements and guarantees issued by the Company and its subsidiaries as a whole shall not exceed twelve times the Company's net worth for the current period, and the limit of endorsement guarantees for a single enterprise shall not exceed ten times the Company's net worth for the current period; and the total amount of overall endorsements and guarantees shall reach 100% of the Company's net worth. If the ratio is more than 50%, the necessity and rationality shall be explained at the shareholders' meeting.</u> 3. <u>For those who engage in endorsement guarantees due to business relationships with our Company, in addition to the above limits, the amount of individual endorsement guarantees shall not exceed the amount of business transactions between the two parties. The so-called business transaction amount refers to the purchase or sales contract or</u>	Article 4 Endorsement Guarantee Limit and Evaluation Criteria 1. The total amount of endorsement guarantees provided by the Company shall not exceed <u>400% of the Company's latest financial statement net worth. If the total amount of endorsement guarantees exceeds 50% of the Company's financial statement net worth, the necessity and reasonableness shall be explained at the shareholders' meeting.</u> 2. <u>For the amount of endorsement guarantees to a single enterprise, if it is engaged in endorsement guarantees due to business transactions, it must not exceed the total purchase or sales amount between the guaranteed Company and the Company in the previous fiscal year, and it must not exceed 10% of the Company's latest financial statement net worth. If the endorsement guarantee is between the Company and its subsidiary or parent Company, it must not exceed 50% of the Company's latest financial statement net worth. The Company may provide endorsement guarantees based on the needs of contracted projects between peers or co-promoters according to contract provisions, or due to joint investment relationships, whereby all contributing shareholders guarantee the invested Company's endorsement according to their respective shareholding ratios, or in accordance with consumer protection</u>	Amended to meet the Company's current operational needs.

<u>payment amount between the two parties in recent years (business cycle), whichever is higher.</u>	<u>regulations for performance guarantees of pre-sale housing sales contracts between peers. Such activities are not subject to the limitations of the preceding two clauses. "Net worth" refers to the balance remaining after deducting total liabilities from total assets (i.e., shareholder equity).</u>	
Article 5 Level of decision-making and authorization 1. The Company's endorsement and guarantee matters must be approved by a resolution of the board of directors. The opinions of each independent director should be fully considered during the discussion. If the independent directors have any objections or reservations, they should be recorded in the minutes of the board meeting. The board of directors may authorize the chairman to make an initial decision within the limit of a single investment of NT\$100 million in accordance with the relevant provisions of these operating procedures, and then report it to the board of directors for ratification, and report matters related to the handling situation to the shareholders' meeting for reference. <u>2. Subsidiaries of the Company that directly and indirectly hold more than 90% of the voting shares shall be endorsed and guaranteed in accordance with the provisions of Paragraph 2 of Article 3 and shall submit a resolution to the Board of Directors of the Company before proceeding. However, this does not apply to inter-Company endorsements and guarantees where the Company directly or indirectly holds 100% of the voting shares.</u> 3. If it is necessary for the Company to apply for an endorsement guarantee to exceed the limit specified in these operating procedures due to business needs and it meets the conditions stipulated in these operating procedures, it must obtain the approval of the board of directors and have more than half of the directors approve the possibility of the Company exceeding the limit to issue an endorsement guarantee. The losses incurred can be jointly insured and handled after revising this operating procedure, but it should still be reported to the shareholders' meeting for ratification; if the shareholders' meeting disagrees, a plan should be made to write off the excess portion within a certain period of time. During the discussion, the opinions of each independent director should be fully considered, and their clear opinions of agreement or objection and the reasons for their objection should be included in the board of directors' records.	Article 5 Level of decision-making and authorization 1. When the Company handles endorsement guarantee matters, it shall follow the signing and approval procedures as specified in Article 6 of this operating procedure, which shall be implemented after a decision by the board of directors. If the Company deems it necessary, the chairman of the board may be authorized by the board of directors to take action within the set limit, subject to subsequent ratification by the board of directors, and relevant information shall be reported to the shareholders' meeting for reference. 2. When the Company handles endorsement guarantees, if there is a necessity beyond the limits set forth in Article 4 due to business needs and it meets the conditions specified in the Company's endorsement guarantee operating procedure, it shall be approved by the board of directors. More than half of the directors shall jointly guarantee against potential losses incurred by the Company exceeding the limit, and the operating procedure shall be amended and submitted to the shareholders' meeting for ratification. If the shareholders' meeting does not agree, a plan shall be formulated to eliminate the excess within a certain period. 3. The Company has appointed independent directors. When discussing matters related to endorsing guarantees for others, due consideration shall be given to the opinions of each independent director. If any independent director has objections or reservations, it shall be recorded in the minutes of the board of directors meeting.	Amended to meet the Company's current operational needs.

	4. The main unit responsible for this regulation is <u>the finance department.</u>	
Article 6 Endorsement Guarantee Review and Handling Procedures 1. When the Company handles endorsement guarantees, the handling unit shall prepare a detailed review and evaluation report. <u>Within the scope of decision- making and authorization, it can only be carried out after requesting the chairman of the board for decision or submitting a resolution to the board of directors for approval.</u> The evaluation report shall include the following items and shall be processed according to the established operating procedures: (1) The necessity and reasonableness of the <u>endorsed entity, amount and reason</u> of the endorsement guarantee. (2) <u>Whether the cumulative amount of endorsement guarantees remains within the limit.</u> (3) <u>When engaging in endorsement guarantees due to business transactions, evaluate whether the amount of the endorsement guarantee and the amount of business transactions are within the limit.</u> (4) Impact on the Company's operational risks, financial condition, and shareholders' equity. (5) Whether collateral should be obtained and the assessment value of the collateral. (6) Attachment of credit investigation and risk assessment records for endorsement guarantees. (Omitted)	Article 6 Endorsement Guarantee Review and Handling Procedures 1. When the Company handles endorsement guarantees, the handling unit shall prepare a detailed review and evaluation report. The evaluation report shall include the following items and shall be processed according to the established operating procedures: (1) Necessity and reasonableness of the endorsement guarantee. (2) <u>Credit investigation and risk assessment of the endorsed entity, and whether the amount of the endorsement guarantee is necessary considering the financial condition of the guaranteed Company.</u> (3) Impact on the Company's operational risks, financial condition, and shareholders' equity. (4) Whether collateral should be obtained and the assessment value of the collateral. (5) When engaging in endorsement guarantees due to business transactions, evaluate whether the amount of the endorsement guarantee and the amount of business transactions are within the limit. (6) Whether the cumulative amount of endorsement guarantees remains within the limit. (7) Attachment of credit investigation and risk assessment records for endorsement guarantees. (Omitted)	Amended to meet the Company's current operational needs
Article 10 Penalties The managers and responsible personnel of the Company involved in the endorsement guarantee operations, should follow the provisions of this procedure to protect the Company from losses caused by improper work. If there is any violation of relevant laws or the provisions of this procedure, the punishment will be dealt with in accordance with the provisions of the Company's relevant personnel regulations.	Article 10 Penalties The managers and responsible personnel of the Company involved in the endorsement guarantee operations, if found to have violated the regulations of the Financial Supervisory Commission's "Guidelines for Handling Loans and Endorsement Guarantees by Publicly Issued Companies" or the Company's "Endorsement Guarantee Operating Procedures," shall be subject to regular performance assessments in accordance with the Company's personnel management regulations and work rules. Penalties shall be imposed based on the severity	Amended to meet the Company's current operational needs.

	of the violation.	
Article 12 Implementation. When amending this operating procedure, it must be approved by one-half of all members of the Audit Committee, passed by a resolution of the Board of Directors, and submitted to the shareholders' meeting for approval. If any director expresses objections and has a record or written statement, the Company shall report the objections Submit to shareholders' meeting for discussion. <u>If the preceding paragraph is not approved by more than one-half of all members of the audit committee, it may be implemented with the consent of more than two-thirds of all directors, and the resolution of the audit committee shall be recorded in the minutes of the board meeting.</u> <u>All members of the audit committee referred to in Paragraph 1 and directors referred to in the preceding Paragraph shall be counted based on those who are actually in office.</u>	Article 12 Implementation. 1. These Operational Procedures are passed by the Board of Directors; where any Director expresses dissent and it is contained in the minutes or a written statement, the Company shall submit the dissenting opinion to each Supervisor and for discussion by the shareholders' meeting. The same shall apply to any amendments to the Operational Procedures. <u>2. During the Board of Directors' discussion under the preceding paragraph. If an Independent Director expresses any dissent or reservation, it shall be noted in the minutes of the Board meeting.</u>	Amended to meet the Company's current operational needs.
	<u>Article 13 Amendments</u> <u>1. This operating procedure was established on May 24, 1997.</u> <u>2. The first amendment was made on June 28, 2002.</u> <u>(Omitted)</u> <u>11. The tenth amendment was made on June 21, 2022.</u>	Amended to meet the Company's current operational needs Add the date and numbers of amendments.

Attachment 9

Comparative Table for the Current and Amended “Articles of Incorporation”

Amended	Original	Reason for Amendment
Article 5 The total capital of the Corporation shall be NT\$ <u>3,000,000,000</u> , divided into <u>300,000,000</u> shares with a par value of NT\$10 each, and the Board of Directors is empowered to issue shares in installments.	Article 5 The total capital of the Corporation shall be NT\$ <u>1,500,000,000</u> , divided into <u>150,000,000</u> shares with a par value of NT\$10 each, and the Board of Directors is empowered to issue shares in installments.	Amended to meet the operational needs
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; (Omitted) The 47th amendment was made on June 21, 2022; <u>The 48th amendment was made on June 26, 2024.</u>	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; (Omitted) The 47th amendment was made on June 21, 2022;	Add the date and number of amendments

Attachment 10

List of Director Candidates

No.	Title	Name	Sex	Major Academic Background/ Work Experience/ Current Position	Shareholding
01	Director	Lou Ying Investment Co., Ltd. Representative: Chung, Yu-Lin	Male	Academic Background: Bachelor, Nutrition, University of British Columbia Work Experiences: Managing Director/San Di Properties Co., Ltd. Current Position: Representative Chairman: Sandi Properties Co., Ltd. Chiayi Bus International Property Management Co., Ltd Chiayi Bus Co., Ltd. Chiakelai Investment Co., Ltd. Shangyuting Co., Ltd. San-Ti-Kuo-Chi-Ti-Chan Co., Ltd. Shangyucheng Co., Ltd Chairman: Anping Star Diamond Co., Ltd San Cia Development Construction Co., Ltd. Pa Fang Property Management Co., Ltd. Tong Li Investment Co., Ltd Tainan Construction Development Co., Ltd Kong Lung Investment Co., Ltd San Di Construction Co., Ltd Kuai Kuai Shengji Co., Ltd Director: Kaofu Chemical Corporation Jiachenghui Construction Co., Ltd Foon Shan Life Development Co., Ltd Representative Director: Shinagawa International Development Co., Ltd Beiji International Development Co., Ltd. Kuai Kuai Co., Ltd. Chuang-Li Biotechnology Co., Ltd North-Star International Petech Co., Ltd He Fong Energy Co., Ltd. Tainan Bus Co., Ltd Representative Director and President: Kaohsiung Transportation Company Limited Representative Director and Vice Chairman: Santi Renewable Energy Co., Ltd Representative Supervisor: Huan Chuang Electric Co., Ltd Representative Supervisor: Huan Chuang Electric Co., Ltd. Santi Monster Electric Power Co., Ltd Cathy Sunrise Electric Power One Co., Ltd Yaogu Energy Co., Ltd Wo Yang Energy Co., Ltd Chia Hsin Energy Co., Ltd Gu Ning Energy Co., Ltd Chang Yong Engineering Co., Ltd Evtail Co., Ltd Chia Rui Optronic Co., Ltd Sanlu Energy Storage Co., Ltd Hong Tu Energy Co., Ltd	6,312,333 shares

				Chia Yuan Optron Co., Ltd Si Cheng Energy Co., Ltd. Moer Electric Power Co., Ltd Sheng Yang Engineering Co., Ltd Green Free Energy Co., Ltd Sensi Energy Co., Ltd Tesin Energy Co., Ltd Junhe Energy Co., Ltd Eiko Electric Products Corp Billion Mega Energy Storsge Technologies Inc. Supervisor: Aihsinchuang Co., Ltd Aihshintoutzushihyeh Co., Ltd President: Dapeng Bay Sightseeing Yacht Co., Ltd	
02	Director	Lou Ying Investment Co., Ltd. Representative: Lee, Chung-His	Male	Academic Background: Master of Department of Transportation and Communication Management Science, National Cheng Kung University Work Experiences Managing Director/ Kaohsiung Bus Company Ltd., Current Position: Representative Director: Sandi Properties Co., Ltd. Puyuma Transportation Co., Ltd Dapeng Bay Sightseeing Yacht Co., Ltd Santi Monster Electric Power Co., Ltd Eiko Electric Products Corp Yaogu Energy Co., Ltd Chia Hsin Energy Co., Ltd Jin Shi Hu Hotel Co., Ltd Beiji International Development Co., Ltd. Expansion management consultant co., Ltd. Kuai Kuai Co., Ltd. Kuai Kuai Shengji Co., Ltd. Chiayi Bus International Property Management Co., Ltd Chuang-Li Biotechnology Co., Ltd Chiakelai Investment Co., Ltd. North-Star International Petech Co., Ltd Formosa Television Co., Ltd. Chairman: One Home International Co., Ltd. Director: Tong Cheng Investment And Consulting Co., Ltd Anping Star Diamond Co., Ltd. Kaofu Chemical Corporation Representative Director and Chairman: Wan Hong International Co., Ltd Representative Director and Vice Chairman: Chiayi Bus Co., Ltd. Hi Scene World Enterprise Co., Ltd Kaohsiung Transportation Company Limited Nan Ren Lake Leisure Amusement Co., Ltd Corporate Representative Supervisor: Shinagawa International Development Co., Ltd Jade Sea Co., Ltd	Shareholding of Legal Person: 6,312,333 shares Shareholding of Representative: 4,000 Shares
03	Director	De Mei Investment Co., Ltd. Representative: Chiang, Shih-Yuan	Male	Academic Background: National Chi Nan University Master of Business Administration M.B.A.	984,348 shares

				Work Experiences: Manager of Zhenghsiang Catering Co., Ltd. Current Position: San Di Properties Co., Ltd. Legal Representative, Director Manager of Zongda Catering Co., Ltd.	
04	Director	De Mei Investment Co., Ltd. Representative: Chuang, Chun-Yu	Male	Academic Background: National Kaohsiung University of Science and Technology Department of Civil Engineering Work Experiences: Assistant Manager of Bidding and Procurement Dept., Bao Cken Construction Co., Ltd. Special Assistant to the Chairman, Highweath Construction Co., Ltd. CEO of Southern Engineering Area, Chyi Yuh Construction Co., Ltd. Current Position: SanDi Properties Co., Ltd President. Vice President of Engineering Affairs, Sanjia Department and Construction Co., Ltd..	984,348 shares
05	Independent Director	Ku, Mu-Chin	Male	Academic Background: Executive Master of Business Administration, National Sun Yat-Sen University Work Experiences: Chief/Manager, TC Bank Vice Managing Director, Bowa Commercial Bank Ltd, CPA of Cheng Yang Audit Firm Current Position: CPA of Ching Pu audit firm Sandi Properties Co., Ltd Independent Director Remuneration Committee and Audit Committee.	0 share
06	Independent Director	Hung, Yin	Female	Academic Background: Master of Accounting, University of Washington, USA. Work Experiences: Deputy Manager/ RSM US LLP Audit Firm Internal Auditor/Avanade/Accenture Auditor /Grant Thornton LLP Current Position: CPA/ Trans - Asia Associates Independent Director of Top High Image Corp. Member of the Renumeration Committee and Audit Committee of San Di Properties Co., Ltd.	0 share
07	Independent Director	Hsiao, Chin-Chung	Male	Academic Background: College of Law, National Chung Hsing University Work Experiences: Prosecutor Taichung District Prosecutors Office Judge, Taichung District Court & nlin District Court, Current Position: Lawyer/Sanming Law Office Member of the Renumeration Committee and Audit Committee of San Di Properties Co., Ltd..	0 shares

Attachment 11

List of Proposed Release of Non-competition Restriction on Directors

Corporate Director (Company Name) Name of legal person director representative and independent director	Proposals submitted to the shareholders' meeting to concurrently hold Company/position and Release of Restrictions on Competitive Activities
Lou Ying Investment Co., Ltd.	Dongzheng Investment Consulting Co., Ltd.
Lou Ying Investment Co., Ltd. Representative: Chung, Yu-Lin	Representative Chairman: Sandi Properties Co.,Ltd. Chiayi Bus International Property Management Co.,Ltd Chiayi Bus Co.,Ltd. Chiakelai Investment Co.,Ltd. Shangyuting Co., Ltd. San-Ti-Kuo-Chi-Ti-Chan Co.,Ltd. Shangyucheng Co.,Ltd Chairman: Anping Star Diamond Co.,Ltd. San Cia Development Construction Co.,Ltd. Pa Fang Property Management Co.,Ltd. Tong Li Investment Co., Ltd. Tainan Construction Development Co.,Ltd. Kong Lung Investment Co.,Ltd. San Di Construction Co.,Ltd Kuai Kuai Shengji Co.,Ltd Director: Kaofu Chemical Corporation. Jiachenghui Construction Co.,Ltd. Foon Shan Life Development Co.,Ltd. Representative Director: hinagawa International Development Co.,Ltd. Beiji International Development Co.,Ltd. Kuai Kuai Co.,Ltd. Chuang-Li Biotechnology Co.,Ltd. North-Star International Petech Co.,Ltd.He Fong Energy Co.,Ltd. Tainan Bus Co.,Ltd. Representative Director and President: Kaohsiung Transportation Company Limited. Representative Director and Vice Chairman: Santi Renewable Energy Co.,Ltd. Representative Supervisor: Huan Chuang Electric Co.,Ltd. Santi Monster Electric Power Co.,Ltd. Cathy Sunrise Electric Power One Co.,Ltd. Yaogu Energy Co.,Ltd. Gu Ning Energy Co.,Ltd. Wo Yang Energy Co.,Ltd. Chia Hsin Energy Co.,Ltd. Chang Yong Engineering Co.,Ltd. Evtail Co.,Ltd.Chia Rui Optron Co.,Ltd. Sanlu Energy Storage Co.,Ltd. Hong Tu Energy Co.,Ltd. Chia Yuan Optron Co.,Ltd. Si Cheng Energy Co.,Ltd. Moer Electric Power Co.,Ltd. Sheng Yang Engineering Co.,Ltd.

	Green Free Energy Co.,Ltd.Sensi Energy Co.,Ltd. Tessin Energy Co.,Ltd.Junhe Energy Co.,Ltd. Eiko Electric Products Corp. Billion Mega Energy Storsge Technologies Inc. Supervisor: Aihsinchuangi Co., Ltd Aihshintoutzushihyeh Co., Ltd President: Dapeng Bay Sightseeing Yacht Co., Ltd.
Lou Ying Investment Co., Ltd. Representative: Lee, Chung-His	Representative Director: Sandi Properties Co., Ltd. Puyuma Transportation Co., Ltd Dapeng Bay Sightseeing Yacht Co., Ltd Santi Monster Electric Power Co., Ltd Eiko Electric Products Corp Yaogu Energy Co., Ltd Chia Hsin Energy Co., Ltd Jin Shi Hu Hotel Co., Ltd Beiji International Development Co., Ltd. Expansion management consultant co., Ltd. Kuai Kuai Co., Ltd. Kuai Kuai Shengji Co., Ltd. Chiayi Bus International Property Management Co., Ltd Chuang-Li Biotechnology Co., Ltd Chiakelai Investment Co., Ltd. North-Star International Petech Co., Ltd Formosa Television Co., Ltd. Chairman: One Home International Co., Ltd. Director: Tong Cheng Investment And Consulting Co., Ltd Anping Star Diamond Co., Ltd. Kaofu Chemical Corporation Representative Director and Chairman: Wan Hong International Co., Ltd Representative Director and Vice Chairman: Chiayi Bus Co., Ltd. Hi Scene World Enterprise Co., Ltd Kaohsiung Transportation Company Limited Nan Ren Lake Leisure Amusement Co., Ltd Corporate Representative Supervisor: Shinagawa International Development Co., Ltd Jade Sea Co., Ltd
De Mei Investment Co., Ltd.	Dongzheng Investment ConsultingCo., Ltd.
De Mei Investment Co., Ltd. Representative: Chuan, Chun-Yu	Vice President of Engineering Affairs, Sanjia Department and Construction Co., Ltd..
Independent Director Hung, Yin	Independent Director of Top High Image Corp.

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 for San Di Properties Co., Ltd. ("SDP")'s Board of Directors and to strengthen management capabilities, 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, 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. If the board of directors does not have an executive director, the election or dismissal of the chairman.
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. Article 3 Paragraph 4 applies mutatis mutandis to the election or dismissal of the chairman.

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 was 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.
8. The 7th Amendment was made on March 10, 2023.

Appendix 2

San Di Properties Co., Ltd. Procedures for Acquisition or Disposal of Assets

Chapter I General Principles

Article 1

These Regulations are adopted in accordance with the provisions of Article 36-1 of the Securities and Exchange Act and the Operational Procedures for Acquisition and Disposal of Assets by Public Companies regulated by the Financial Supervisory Commission (hereinafter referred to as the "FSC").

Article 2

The term "assets" as used in these Operational Procedures includes the following:

1. Investments in stocks, government bonds, corporate bonds, financial bonds, securities representing interest in a fund, depositary receipts, call (put) warrants, beneficial interest securities, and asset-backed securities.
2. Real property (including land, houses and buildings, investment property, and construction enterprise inventory) and equipment.
3. Memberships.
4. Patents, copyrights, trademarks, franchise rights, and other intangible assets.
5. Right-of-use assets.
6. Claims of financial institutions (including receivables, bills purchased and discounted, loans, and overdue receivables).
7. Derivatives.
8. Assets acquired or disposed of in connection with mergers, demergers, acquisitions, or transfer of shares in accordance with law.
9. Other major assets.

Article 3

Terms used in these Regulations are defined as follows:

1. Derivatives: Forward contracts, options contracts, futures contracts, leverage contracts, or swap contracts, whose value is derived from a specified interest rate, financial instrument price, commodity price, foreign exchange rate, index of prices or rates, credit rating or credit index, or other variable; or hybrid contracts combining the above contracts; or hybrid contracts or structured products containing embedded derivatives. The term "forward contracts" does not include insurance contracts, performance contracts, after-sales service contracts, long-term leasing contracts, or long-term purchase (sales) contracts.
2. Assets acquired or disposed through mergers, demergers, acquisitions, or transfer of shares in accordance with law: Refers to assets acquired or disposed through mergers, demergers, or acquisitions conducted under the Business Mergers and Acquisitions Act, Financial Holding Company Act, Financial Institution Merger Act and other acts, or to transfer of shares from another Company through issuance of new shares of its own as the consideration therefore (hereinafter "transfer of shares") under Article 156-3 of the Company Act.
3. Related party or subsidiary: As defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers.
4. Professional appraiser: Refers to a real property appraiser or other person duly authorized by law to engage in the value appraisal of real property or equipment.
5. Date of occurrence: Refers to the date of contract signing, date of payment, date of consignment trade, date of transfer, dates of boards of directors resolutions, or other date that can confirm the counterpart and monetary amount of the transaction, whichever date is earlier; provided, for investment for which approval of the competent authority is required, the earlier of the above date or the date of receipt of approval by the competent authority shall apply.
6. Mainland China area investment: Refers to investments in the mainland China area approved by the Ministry of Economic Affairs Investment Commission or conducted in accordance with the provisions of the Regulations Governing Permission for Investment or Technical Cooperation in the Mainland Area.
7. Investment professional: Refers to financial holding companies, banks, insurance companies, bill finance companies, trust enterprises, securities firms operating proprietary trading or underwriting business, futures commission merchants operating proprietary trading business, securities investment trust enterprises, securities investment

consulting enterprises, and fund management companies, that are lawfully incorporated and are regulated by the competent financial authorities of the jurisdiction where they are located.

8. Securities exchange: "Domestic securities exchange" refers to the Taiwan Stock Exchange Corporation; "foreign securities exchange" refers to any organized securities exchange market that is regulated by the competent securities authorities of the jurisdiction where it is located.
9. Over-the-counter venue ("OTC venue", "OTC"): "Domestic OTC venue" refers to a venue for OTC trading provided by a securities firm in accordance with the Regulations Governing Securities Trading on the Taipei Exchange; "foreign OTC venue" refers to a venue at a financial institution that is regulated by the foreign competent authority and that is permitted to conduct securities business.
10. The so-called "within one year" is based on the date of the transaction, and is calculated retrospectively for one year. This procedure stipulates that the valuation report or accountant's opinion issued by a professional auditor is not included in the calculation.
11. The so-called "latest financial statements" refer to the financial statements that have been verified and certified by accountants before the Company acquires or disposes of assets in accordance with the law.
12. The stipulation of 10% of total assets in this procedure is calculated based on the amount of total assets in the most recent individual or individual financial report stipulated in the financial reporting standards of the securities issuer.

If the Company's stock has no par value or the par value per share is not NT\$10, the transaction amount of 20% of the paid-in capital stipulated in this procedure shall be calculated based on 10% of the equity attributable to the owners of the parent Company; these standards The relevant transaction amount regulations for the amount of paid-in capital reaching NT\$1 billion shall be calculated based on the equity attributable to the owners of the parent Company of NT\$2 billion

Article 4 Scope of Investment and Credit Line

1. The total amount of real estate purchased by the Company and its subsidiaries not for business use shall not exceed 40% of the Company's shareholders' equity.
2. The total amount of securities purchased by the Company and its subsidiaries shall not exceed 150% of the Company's shareholders' equity.
3. The limit for the Company and its subsidiaries to invest in individual securities is 50% of the Company's shareholders' equity.
4. The Company's net equity investment shall not exceed 150% of the Company's shareholders' equity.

Article 5

Professional appraisers and their officers, certified public accounts, attorneys, and securities underwriters that provide public companies with appraisal reports, certified public accountant's opinions, attorney's opinions, or underwriter's opinions shall meet the following requirements:

1. May not have previously received a final and unappealable sentence to imprisonment for 1 year or longer for a violation of the Act, the Company Act, the Banking Act of The Republic of China, the Insurance Act, the Financial Holding Company Act, or the Business Entity Accounting Act, or for fraud, breach of trust, embezzlement, forgery of documents, or occupational crime. However, this provision does not apply if 3 years have already passed since completion of service of the sentence, since expiration of the period of a suspended sentence, or since a pardon was received.
2. May not be a related party or de facto related party of any party to the transaction.
3. If the Company is required to obtain appraisal reports from two or more professional appraisers, the different professional appraisers or appraisal officers may not be related parties or de facto related parties of each other.

When issuing an appraisal report or opinion, the personnel referred to in the preceding paragraph shall comply with the self-regulatory rules of the industry associations to which they belong and with the following provisions:

1. Prior to accepting a case, they shall prudently assess their own professional capabilities, practical experience, and independence.
2. When conducting a case, they shall appropriately plan and execute adequate working procedures, in order to produce a conclusion and use the conclusion as the basis for issuing the report or opinion. The related working procedures, data collected, and conclusion shall be fully and accurately specified in the case working papers.
3. They shall undertake an item-by-item evaluation of the appropriateness and reasonableness of the sources of data used, the parameters, and the information, as the basis for issuance of the appraisal report or the opinion.
4. They shall issue a statement attesting to the professional competence and independence of the personnel who prepared the report or opinion, and that they have evaluated and found that the information used is appropriate

and reasonable, and that they have complied with applicable laws and regulations.

Article 6

The Company shall establish its procedures for the acquisition or disposal of assets in accordance with the provisions of these Regulations. After the procedures have been approved by the board of directors, they shall be submitted to each supervisor, and then to a shareholders' meeting for approval. In addition, if the Company has independent directors, when the asset acquisition or disposal transaction is submitted to the board of directors for discussion in accordance with regulations, the opinions of each independent director should be fully considered. If the independent directors have objections or reservations, they should be stated in the minutes of the board meeting. .

Article 7

The Company shall specify the following items in its procedures for the acquisition or disposal of assets, and handle the acquisition or disposal matters in compliance with the procedures:

1. Appraisal and Operating Procedures

(1) Acquisition Procedures for Fixed Assets: The acquisition of real estate, equipment, or asset usage rights by the Company should be conducted according to the procurement procedures (considering the announced current value, appraised value, actual transaction prices of nearby real estate, etc.). If the amount is below NT\$300 million, it should be approved by the chairman. If it exceeds NT\$300 million, it should be reported to the board of directors for resolution.

(2) Disposal Procedures for Fixed Assets: The scrapping or sale of the Company's real estate, equipment, or asset usage rights should be reported by the original using unit with an explanation of the reasons. The property management unit should inquire about prices, compare prices, and negotiate prices. If the book value or appraised value is below NT\$300 million, it should be approved by the chairman. If it exceeds NT\$300 million, it should be reported to the board of directors for resolution.

2. Procedures for Determining Transaction Conditions

(1) When the Company acquires or disposes of land or buildings, it should first request an appraisal report from an objective, impartial, and independent professional real estate appraisal institution. If the transaction price exceeds NT\$1 billion, appraisals from at least two professional appraisal institutions should be sought. If there are valid reasons for not being able to obtain the appraisal report immediately, it should be obtained within two weeks from the date of the transaction, and the original transaction amount and appraisal results should be corrected and announced afterward. The commissioning of experts to provide reports should be handled in accordance with the provisions of Paragraph 4 of this article.

(2) Handled in accordance with Article 6 of these procedures.

3. Execution Department

For matters related to the acquisition, sale, and scrapping of fixed assets by the Company and its subsidiaries, within the limits specified in the aforementioned Article 4, the responsible manager of the Managing Director's Office of the Company will convene the relevant personnel to execute these matters.

(1) Real Estate or Its Usage Rights Assets: The Managing Director's Office and related general affairs units.

(2) Equipment or Its Usage Rights Assets: After the application by the using unit, it is handled by the relevant procurement units.

4. Appraisal Report for Real Estate, Equipment, or Usage Rights Assets

1. In acquiring or disposing of real property, equipment, or right-of-use assets thereof where the transaction amount reaches 20 percent of the Company's paid-in capital or NT\$300 million or more, the Company, unless transacting with a domestic government agency, engaging others to build on its own land, engaging others to build on rented land, or acquiring or disposing of equipment or right-of-use assets thereof held for business use, shall obtain an appraisal report prior to the date of occurrence of the event from a professional appraiser and shall further comply with the following provisions:

(1). Where due to special circumstances it is necessary to give a limited price, specified price, or special price as a reference basis for the transaction price, the transaction shall be submitted for approval in advance by the board of directors; the same procedure shall also be followed whenever there is any subsequent change to the terms and conditions of the transaction.

(2). Where the transaction amount is NT\$1 billion or more, appraisals from two or more professional appraisers

shall be obtained.

- (3). Where any one of the following circumstances applies with respect to the professional appraiser's appraisal results, unless all the appraisal results for the assets to be acquired are higher than the transaction amount, or all the appraisal results for the assets to be disposed of are lower than the transaction amount, a certified public accountant shall be engaged to render a specific opinion regarding the reason for the discrepancy and the appropriateness of the transaction price:
 - A. The discrepancy between the appraisal result and the transaction amount is 20 percent or more of the transaction amount.
 - B. The discrepancy between the appraisal results of two or more professional appraisers is 10 percent or more of the transaction amount.
- (4). No more than 3 months may elapse between the date of the appraisal report issued by a professional appraiser and the contract execution date; provided, where the publicly announced current value for the same period is used and not more than 6 months have elapsed, an opinion may still be issued by the original professional appraiser.
- (5) If the Company acquires or disposes of assets through court auction procedures, the court-issued documents can replace the appraisal report or the accountant's opinion.
- (6) Except where a limited price, specified price, or special price is employed by a construction enterprise as the reference basis for the transaction price, if an appraisal report cannot be obtained in time and there is a legitimate reason for the delay, the appraisal report shall be obtained within 2 weeks counting inclusively from the date of occurrence, and the certified public accountant's opinion under subparagraph 3 of the preceding paragraph shall be obtained within 2 weeks counting inclusively from the day the appraisal report is obtained.

Article 8: Procedures for the Acquisition or Disposal of Investments in Securities

1. Evaluation and Operating Procedures and Levels of Authorization

- (1) Procedures for the Acquisition and Disposal of Long-term Equity Investments: When the Company acquires or disposes of long-term equity investments, the executing unit should obtain the most recent financial statements of the target Company, audited or reviewed by an accountant, before the occurrence of the fact, as a reference for evaluating the transaction price. Additionally, an analysis report of unrealized gains or losses on securities should be provided. If the amount is below NT\$50 million, it should be approved by the chairman. If it exceeds NT\$50 million, it should be reported to the board of directors for resolution.
- (2) Procedures for the Acquisition and Disposal of Short-term Equity Investments: When the Company acquires or disposes of short-term equity investments, the executing unit should obtain the most recent financial statements of the target Company, audited or reviewed by an accountant, before the occurrence of the fact, as a reference for evaluating the transaction price. Additionally, an analysis report of unrealized gains or losses on securities should be provided before execution. Except for financial operations involving short-term funds (such as trading bond funds, repurchase (reverse repurchase) agreements, and fixed-term deposits which are capital and interest guaranteed securities), which require the approval of the highest supervisor of the finance department, other short-term securities acquisitions or disposals should be approved by the chairman if the amount is below NT\$50 million. If it exceeds NT\$50 million, it should be reported to the board of directors for filing.

2. Procedures for Determining Transaction Conditions

- (1) When the Company acquires or disposes of securities investments, except for securities traded on centralized markets or at securities firms' business premises, fund-related securities, original share subscriptions (including establishment subscriptions and cash capital increase subscriptions), or the acquisition or disposal of securities publicly sold by the target Company to meet pre-listing (OTC) equity dispersion requirements, and bond transactions, if the transaction amount is below NT\$300 million, the executing unit should fully evaluate the reasonableness of the transaction conditions and handle it according to the provisions of the first paragraph of this article. If the transaction amount exceeds NT\$300 million, it should be handled according to the provisions of the fourth paragraph of this article.
- (2) It shall be handled in accordance with Article 6 of these procedures.

3. Execution Department

For matters related to the investment and disposal of securities by the Company and its subsidiaries, within the limits specified in the aforementioned Article 4, the responsible manager of the Managing Director's Office of the Company will convene the relevant financial units to coordinate the execution by the relevant personnel.

4. Obtaining Expert Opinions

- (1) A public Company acquiring or disposing of securities shall, prior to the date of occurrence of the event, obtain financial statements of the issuing Company for the most recent period, certified or reviewed by a certified public accountant, for reference in appraising the transaction price, and if the dollar amount of the transaction is 20 percent of the Company's paid-in capital or NT\$300 million or more, the Company shall additionally engage a certified public accountant prior to the date of occurrence of the event to provide an opinion regarding the reasonableness of the transaction price. This requirement does not apply, however, to publicly quoted prices of securities that have an active market, or where otherwise provided by regulations of the Financial Supervisory Commission (FSC).
 - (A) Acquiring or disposing of privately placed securities.
 - (B) 2. Acquire or dispose of private placement securities
- (2) If the Company acquires or disposes of assets through court auction procedures, the court-issued documents can replace the appraisal report or the accountant's opinion.

Article 9: Transactions with Related Parties

1. When the Company acquires or disposes of assets with related parties, in addition to following the relevant resolution procedures and assessing the reasonableness of transaction conditions as stipulated in Article 7 for the acquisition of real estate, equipment, or usage rights assets, if the transaction amount reaches 10% of the Company's total assets, a professional appraisal report or an accountant's opinion must also be obtained as required. The calculation of the transaction amount should be handled in accordance with the provisions of Article 10-1. When determining whether the transaction counterpart is a related party, not only the legal form but also the substantive relationship should be considered.
2. Evaluation and Operating Procedures:
 When a public Company intends to acquire or dispose of real property or right-of-use assets thereof from or to a related party, or when it intends to acquire or dispose of assets other than real property or right-of-use assets thereof from or to a related party and the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the Company's total assets, or NT\$300 million or more, except in trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises, the Company may not proceed to enter into a transaction contract or make a payment until the following matters have been submitted to the approval of more than half of all members of the audit committee and submitted to the board of directors for approval before the transaction contract can be signed and the payment can be made:
 - (1). The purpose, necessity and anticipated benefit of the acquisition or disposal of assets.
 - (2). The reason for choosing the related party as a transaction counterpart.
 - (3). With respect to the acquisition of real property or right-of-use assets thereof from a related party, information regarding appraisal of the reasonableness of the preliminary transaction terms in accordance with Article 16 and Article 17.
 - (4). The date and price at which the related party originally acquired the real property, the original transaction counterpart, and that transaction counterpart's relationship to the Company and the related party.
 - (5). Monthly cash flow forecasts for the year commencing from the anticipated month of signing of the contract, and evaluation of the necessity of the transaction, and reasonableness of the funds utilization.
 - (6). An appraisal report from a professional appraiser or a CPA's opinion obtained in compliance with the preceding article.
 - (7). Restrictive covenants and other important stipulations associated with the transaction.

The calculation of the transaction amount should be handled in accordance with Paragraph 2 of Article 14. The term "within one year" is based on the date of occurrence of the current transaction, and the calculation is retrospectively traced back one year. Transactions that have been approved by the audit committee, and submitted to and approved by the shareholders' meeting or the board of directors in accordance with these procedures, need not be counted again.

With respect to the types of transactions listed below, when to be conducted between the Company and its parent or subsidiaries, or between its subsidiaries in which it directly or indirectly holds 100 percent of the issued shares or authorized capital, the Company's board of directors may pursuant to Article 7 delegate the board chairman to decide such matters when the transaction is within a certain amount and have the decisions subsequently submitted to and ratified by the next board of directors meeting:

- A. Acquisition or disposal of equipment or right-of-use assets thereof held for business use.
- B. Acquisition or disposal of real property right-of-use assets held for business use.

3. Evaluation of the Reasonableness of Transaction Costs

- (1) A public Company that acquires real property or right-of-use assets thereof from a related party shall evaluate the reasonableness of the transaction costs by the following means:
 - A. Based upon the related party's transaction price plus necessary interest on funding and the costs to be duly borne by the buyer. "Necessary interest on funding" is imputed as the weighted average interest rate on borrowing in the year the Company purchases the property; provided, it may not be higher than the maximum non-financial industry lending rate announced by the Ministry of Finance.
 - B. Total loan value appraisal from a financial institution where the related party has previously created a mortgage on the property as security for a loan; provided, the actual cumulative amount loaned by the financial institution shall have been 70 percent or more of the financial institution's appraised loan value of the property and the period of the loan shall have been 1 year or more. However, this shall not apply where the financial institution is a related party of one of the transaction counterparties.
- (2). Where land and structures thereupon are combined as a single property purchased or leased in one transaction, the transaction costs for the land and the structures may be separately appraised in accordance with either of the means listed in the preceding paragraph.
- (3). When the Company that acquires real property or right-of-use assets thereof from a related party and appraises the cost of the real property or right-of-use assets thereof in accordance with the provisions of subparagraphs (1) and (2) of this Article shall also engage a CPA to check the appraisal and render a specific opinion.
- (4) When the Company acquires or disposes of real estate or the right to use assets with related parties, if the assessment results according to the provisions of subparagraphs (1) and (2) of this Article are lower than the transaction price, the provisions of subparagraph (5) of this Article shall be followed. However, if objective evidence is presented and specific rational opinions from real estate professionals and accountants are provided, the following circumstances are not subject to this limitation:
 - A. Where the related party acquired undeveloped land or leased land for development, it may submit proof of compliance with one of the following conditions:
 - A. Where undeveloped land is appraised in accordance with the means in the preceding Article, and structures according to the related party's construction cost plus reasonable construction profit are valued in excess of the actual transaction price. The "Reasonable construction profit" shall be deemed the average gross operating profit margin of the related party's construction division over the most recent 3 years or the gross profit margin for the construction industry for the most recent period as announced by the Ministry of Finance, whichever is lower.
 - B. Completed transactions by unrelated parties within the preceding year involving other floors of the same property or neighboring or closely valued parcels of land, where the land area and transaction terms are similar after calculation of reasonable price discrepancies in floor or area land prices in accordance with standard property market sale or leasing practices.
 - B. Where a public Company acquiring real property, or obtaining real property right-of-use assets through leasing, from a related party provides evidence that the terms of the transaction are similar to the terms of completed transactions involving neighboring or closely valued parcels of land of a similar size by unrelated parties within the preceding year. Completed transactions involving neighboring or closely valued parcels of land in the preceding paragraph in principle refers to parcels on the same or an adjacent block and within a distance of no more than 500 meters or parcels close in publicly announced current value; transactions involving similarly sized parcels in principle refers to transactions completed by unrelated parties for parcels with a land area of no less than 50 percent of the property in the planned transaction; within the preceding year refers to the year preceding the date of occurrence of the acquisition of the real property or obtainment of the right-of-use assets thereof.
- (5) When the Company acquires or disposes of real estate or the right to use assets with related parties, if the assessment results according to the provisions of subparagraphs (1) and (2) of this Article are lower than the transaction price, the following shall be conducted. If the Company and the publicly traded Company investing in the Company using the equity method have set aside special surplus reserves as provided in the preceding provisions, they shall wait until the assets purchased at a higher price or leased have recognized impairment losses, or the lease has been terminated or appropriately compensated or restored to its original state, or there is other evidence confirming no unreasonableness, and after approval by the Financial Supervisory Commission, they may then utilize the special surplus reserves.
 - A. The Company shall, in accordance with Article 41, Paragraph 1 of the Securities Exchange Act, set aside special surplus reserves for the price difference between real estate or the right to use assets and the assessed cost, which shall not be distributed or used for capitalization through stock dividends. Investors who hold

equity-method investments in the Company and are publicly traded companies shall also set aside special surplus reserves in accordance with Article 41, Paragraph 1 of the Securities Exchange Act based on their shareholding proportion.

- B. The independent directors of the Audit Committee shall supervise the implementation of the preceding provision of the Company in accordance with Article 218 of the Company Law.
- C. The handling of the preceding two provisions shall be reported to the shareholders' meeting, and the detailed transaction contents shall be disclosed in the annual report and public offering prospectus.

(6) Where the Company acquires real property or right-of-use assets thereof from a related party and one of the following circumstances exists, the acquisition shall be conducted in accordance with the preceding article, and the preceding three paragraphs do not apply:

- A. The related party acquired the real property or right-of-use assets thereof through inheritance or as a gift
- B. More than 5 years will have elapsed from the time the related party signed the contract to obtain the real property or right-of-use assets thereof to the signing date for the current transaction
- C. The real property is acquired through signing of a joint development contract with the related party, or through engaging a related party to build real property, either on the Company's own land or on rented land.
- V. The real property right-of-use assets for business use are acquired by the public Company with its parent or subsidiaries, or by its subsidiaries in which it directly or indirectly holds 100 percent of the issued shares or authorized capital.

(7) When the Company and related parties acquire or dispose of real estate or the right to use assets, if there is other evidence indicating that the transaction involves irregular business practices, they shall also proceed in accordance with the provisions of paragraph (5) of this Article.

4. Where the position of independent director has been created in accordance with the provisions of the Act, when a matter is submitted for discussion by the board of directors pursuant to paragraph 2, the board of directors shall take into full consideration each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the board of directors meeting.

5. If a public Company or a subsidiary thereof that is not a domestic public Company will have a transaction set out in paragraph 1 and the transaction amount will reach 10 percent or more of the public Company's total assets, the public Company shall submit the materials in all the subparagraphs of paragraph 1 to the shareholders' meeting for approval before the transaction contract may be entered into and any payment made. However, this restriction does not apply to transactions between the public Company and its parent Company or subsidiaries or between its subsidiaries.

Article 10: Handling Procedures for Acquiring or Disposing of Intangible Assets or the Right to Use Intangible Assets or Memberships

The Company generally does not engage in transactions involving the acquisition or disposal of memberships. If such transactions are to be pursued in the future, they will be submitted to the board of directors for approval, followed by the establishment of evaluation and operational procedures.

1. Evaluation and Operational Procedures:

(1) Acquisition Procedure for Intangible Assets or the Right to Use Intangible Assets:

The acquisition of intangible assets or the right to use intangible assets shall be conducted in accordance with the procurement process. If the amount is below five million New Taiwan Dollars, it shall be approved by the Chairman of the Board. If it exceeds five million New Taiwan Dollars, it shall be submitted to the board of directors for deliberation.

(2) Disposal Procedure for Intangible Assets:

The disposal or sale of intangible assets by the Company shall be explained and signed by the original using unit, with reasons provided. After evaluation, comparison, and negotiation by the property management unit, if the book value or appraised value is below five million New Taiwan Dollars, it shall be approved by the Chairman of the Board. If it exceeds five million New Taiwan Dollars, it shall be submitted to the board of directors for deliberation.

2. Determination Procedure for Transaction Conditions

Procedure for Determining Transaction Conditions for Acquiring or Disposing of Intangible Assets or the Right to Use Intangible Assets:

- (1) If the transaction amount for the acquisition or disposal of intangible assets or the right to use intangible assets by the Company reaches twenty percent (20%) of the Company's paid-in capital or exceeds three hundred million New Taiwan Dollars, except for transactions with domestic government agencies, the Company shall consult with an accountant before the occurrence of the transaction to obtain their opinion on the reasonableness of the transaction price.
- (2) It shall be handled in accordance with Article 6 of this processing procedure.

3: Execution Department

When the Company acquires or disposes of intangible assets, after following the procedures outlined in the preceding two articles, the responsible personnel shall be convened by the head of the Managing Director's Office of the Company to execute the transaction.

Article 10-1: Calculation of Transaction Amounts

The calculation of the transaction amounts referred to in the three paragraphs of the preceding paragraph shall be made in accordance with Article 14, paragraph 2 herein, and "within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items that have been approved by the shareholders' meeting or board of directors and recognized by the supervisors need not be counted toward the transaction amount.

Article 11: Procedure for Acquiring or Disposing of Debt from Financial Institutions

The Company generally does not engage in transactions involving the acquisition or disposal of debt from financial institutions. If such transactions are to be pursued in the future, they will be submitted to the board of directors for approval, followed by the establishment of evaluation and operational procedures.

Article 12: Procedure for Acquiring or Disposing of Derivative Products

The procedure for acquiring or disposing of derivative products shall be conducted in accordance with the "Procedures for Financial Derivatives Transactions".

Article 13: Procedure for Mergers, Divisions, Acquisitions, or Transfer of Shares

1: Evaluation and Operational Procedures

- (1) A public Company that conducts a merger, demerger, acquisition, or transfer of shares, prior to convening the board of directors to resolve on the matter, shall engage a CPA, attorney, or securities underwriter to give an opinion on the reasonableness of the share exchange ratio, acquisition price, or distribution of cash or other property to shareholders, and submit it to the board of directors for deliberation and passage. However, the requirement of obtaining an aforesaid opinion on reasonableness issued by an expert may be exempted in the case of a merger by a public Company of a subsidiary in which it directly or indirectly holds 100 percent of the issued shares or authorized capital, and in the case of a merger between subsidiaries in which the public Company directly or indirectly holds 100 percent of the respective subsidiaries' issued shares or authorized capital.
- (2) A public Company participating in a merger, demerger, acquisition, or transfer of shares shall prepare a public report to shareholders detailing important contractual content and matters relevant to the merger, demerger, or acquisition prior to the shareholders' meeting and include it along with the expert opinion referred to in paragraph 1 of the preceding Article when sending shareholders notification of the shareholders' meeting for reference in deciding whether to approve the merger, demerger, or acquisition. Provided, where a provision of another act exempts a Company from convening a shareholders' meeting to approve the merger, demerger, or acquisition, this restriction shall not apply. Additionally, where the shareholders' meeting of any one of the companies participating in a merger, demerger, or acquisition fails to convene or pass a resolution due to lack of a quorum, insufficient votes, or other legal restriction, or the proposal is rejected by the shareholders' meeting, the companies participating in the merger, demerger or acquisition shall immediately publicly explain the reason, the follow-up measures, and the preliminary date of the next shareholders' meeting.

2: Other Matters to Note

- (1) Board Meeting Date: A Company participating in a merger, demerger, or acquisition shall convene a board of directors meeting and shareholders' meeting on the day of the transaction to resolve matters relevant to the merger, demerger, or acquisition, unless another act provides otherwise or the FSC is notified in advance of extraordinary circumstances and grants consent. A Company participating in a transfer of shares shall call a board of directors meeting on the day of the transaction, unless another act provides otherwise or the FSC is notified in

advance of extraordinary circumstances and grants consent.

When participating in a merger, demerger, acquisition, or transfer of another Company's shares, a Company that is listed on an exchange or has its shares traded on an OTC market shall prepare a full written record of the following information and retain it for 5 years for reference and within 2 days counting inclusively from the date of passage of a resolution by the board of directors, report (in the prescribed format and via the Internet-based information system) the following information set out in subparagraphs 1 and 2 of the preceding paragraph to the FSC for recordation.

A. Basic identification data for personnel: Including the occupational titles, names, and national ID numbers (or passport numbers in the case of foreign nationals) of all persons involved in the planning or implementation of any merger, demerger, acquisition, or transfer of another Company's shares prior to disclosure of the information.

B. Dates of material events: Including the signing of any letter of intent or memorandum of understanding, the hiring of a financial or legal advisor, the execution of a contract, and the convening of a board of directors meeting.

C. Important documents and minutes: Including merger, demerger, acquisition, and share transfer plans, any letter of intent or memorandum of understanding, material contracts, and minutes of board of directors meetings.

Where any of the companies participating in a merger, demerger, acquisition, or transfer of another Company's shares is neither listed on an exchange nor has its shares traded on an OTC market, the Company shall sign an agreement with such Company whereby the latter is required to abide by the provisions of the preceding two paragraphs.

- (2) Prior Confidentiality Commitment: Every person participating in or privy to the plan for merger, demerger, acquisition, or transfer of shares shall issue a written undertaking of confidentiality and may not disclose the content of the plan prior to public disclosure of the information and may not trade, in their own name or under the name of another person, in any stock or other equity security of any Company related to the plan for merger, demerger, acquisition, or transfer of shares.

(3) Principles for Determining and Modifying Exchange Ratios or Acquisition Prices:

Companies participating in mergers, divisions, acquisitions, or share transfers should commission accountants, lawyers, or securities underwriters to provide opinions on the reasonableness of the exchange ratio, acquisition price, or distribution of cash or other property to shareholders, and submit them to the shareholders' meeting before both parties' board meetings. Exchange ratios or acquisition prices should not be arbitrarily changed, but conditions for changes already specified in the contract and publicly disclosed shall not be subject to this limitation. Conditions under which exchange ratios or acquisition prices may be changed include:

- A. Cash capital increase, issuance of convertible corporate bonds, or the issuance of bonus shares, issuance of corporate bonds with warrants, preferred shares with warrants, stock warrants, or other equity based securities.
- B. An action, such as a disposal of major assets, that affects the Company's financial operations.
- C. An event, such as a major disaster or major change in technology, that affects shareholder equity or share price.
- D. An adjustment where any of the companies participating in the merger, demerger, acquisition, or transfer of shares from another Company, buys back treasury stock.
- E. An increase or decrease in the number of entities or companies participating in the merger, demerger, acquisition, or transfer of shares.
- F. Other terms/conditions that the contract stipulates may be altered and that have been publicly disclosed.

(4) Contents to be Included in the Contract:

Contracts of the merging, dividing, acquiring, or transferring companies should specify the following matters in addition to those stipulated in Article 317-1 of the Company Act and Article 22 of the Merger and Acquisition Act:

- A. Handling of breach of contract.
- B. Principles for the handling of equity-type securities previously issued or treasury stock previously bought back by any Company that is extinguished in a merger or that is demerged.
- C. The amount of treasury stock participating companies are permitted under law to buy back after the record date of calculation of the share exchange ratio, and the principles for handling thereof.
- D. The manner of handling changes in the number of participating entities or companies.
- E. Preliminary progress schedule for plan execution, and anticipated completion date.
- F. Scheduled date for convening the legally mandated shareholders' meeting if the plan exceeds the deadline without completion, and relevant procedures.

(5) Changes in the Number of Entities or Households Participating in Mergers, Divisions, Acquisitions, or Share Transfers:

After public disclosure of the information, if any Company participating in the merger, demerger, acquisition, or share transfer intends further to carry out a merger, demerger, acquisition, or share transfer with another Company, all of the participating companies shall carry out anew the procedures or legal actions that had originally been completed toward the merger, demerger, acquisition, or share transfer; except that where the number of participating companies is decreased and a participating Company's shareholders' meeting has adopted a resolution authorizing the board of directors to alter the limits of authority, such participating Company may be exempted from calling another shareholders' meeting to resolve on the matter anew.

(6) Non-Publicly Listed Companies Participating in Mergers, Divisions, Acquisitions, or Share Transfers:

If any participating Company is not publicly listed, this Company should enter into an agreement with it. The procedures for convening board meetings according to subsection (1), confidentiality commitments as per subsection (2), and the provisions regarding changes in the number of entities or households participating in mergers, divisions, acquisitions, or share transfers as per subsection (5) should be followed by the Company accordingly.

Article 14 Information Disclosure Procedure

1. Items and standards for announcement and declaration

However, the following situations are not subject to this limit:

- (A) Buying and selling domestic government bonds or foreign government bonds with credit ratings not lower than the sovereign credit rating level of our country.
 - (B) Those who engage in securities trading as professionals, whether domestically or internationally, or through securities firms' business premises, for the trading of securities; or subscribing to foreign government bonds or publicly offering common corporate bonds or general financial bonds (excluding subordinated bonds) not involving equity on the domestic primary market; or subscribing to or repurchasing securities investment trust funds or futures trust funds, or subscribing to or selling back index investment securities, or securities firms subscribing to securities according to the regulations of the Taiwan Securities Exchange Market Corporation for underwriting needs or acting as recommending securities firms for OTC companies.
- (1). Acquisition or disposal of real property or right-of-use assets thereof from or to a related party, or acquisition or disposal of assets other than real property or right-of-use assets thereof from or to a related party where the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the Company's total assets, or NT\$300 million or more; provided, this shall not apply to trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.
 - (2). Merger, demerger, acquisition, or transfer of shares.
 - (3). Losses from derivatives trading reaching the limits on aggregate losses or losses on individual contracts set out in the procedures adopted by the Company.
 - (4). Where equipment or right-of-use assets thereof for business use are acquired or disposed of, and furthermore the transaction counterparty is not a related party, and the transaction amount meets any of the following criteria:
 - A. For a public Company whose paid-in capital is less than NT\$10 billion, the transaction amount reaches NT\$500 million or more.
 - B. For a public Company whose paid-in capital is NT\$10 billion or more, the transaction amount reaches NT\$1 billion or more.
 - (5). Acquisition or disposal by a public Company in the construction business of real property or right-of-use assets thereof for construction use, and furthermore the transaction counterparty is not a related party, and the transaction amount reaches NT\$500 million.
 - (6). Where land is acquired under an arrangement on engaging others to build on the Company's own land, engaging others to build on rented land, joint construction and allocation of housing units, joint construction and allocation of ownership percentages, or joint construction and separate sale, and furthermore the transaction counterparty is not a related party, and the amount the Company expects to invest in the transaction reaches NT\$500 million.
 - (7). Where an asset transaction other than any of those referred to in the preceding six subparagraphs, a disposal of receivables by a financial institution, or an investment in the mainland China area reaches 20 percent or more of paid-in capital or NT\$300 million; provided, this shall not apply to the following circumstances:
 - A. Trading of domestic government bonds;

B. Where done by professional investors - securities trading on securities exchanges or OTC markets, or subscription of foreign government bonds, or of ordinary corporate bonds or general bank debentures without equity characteristics or subscription by a securities firm of securities as necessitated by its undertaking business or as an advisory recommending securities firm for an emerging stock Company, in accordance with the rules of the Taipei Exchange.

C. Trading of bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.

The amount of transactions above shall be calculated as follows:

1. The amount of any individual transaction.
2. The cumulative transaction amount of acquisitions and disposals of the same type of underlying asset with the same transaction counterparty within the preceding year.
3. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of real property or right-of-use assets thereof within the same development project within the preceding year.
4. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of the same security within the preceding year.

2: Announcement and Reporting Deadline

Upon acquiring or disposing of assets, if it meets the requirements for disclosure specified in Section 1 and the transaction amount exceeds the disclosure standard specified in Section 1, the Company must announce and report within two days from the date of occurrence.

3: Announcement and Reporting Procedure

- (1) The Company should publish relevant information on the designated website of the Financial Supervisory Commission (FSC).
- (2) A public Company shall compile monthly reports on the status of derivatives trading engaged in up to the end of the preceding month by the Company and any subsidiaries that are not domestic public companies and enter the information in the prescribed format into the information reporting website designated by the FSC by the 10th day of each month.
- (3) When a public Company at the time of public announcement makes an error or omission in an item required by regulations to be publicly announced and so is required to correct it, all the items shall be again publicly announced and reported in their entirety within two days counting inclusively from the date of knowing of such error or omission.
- (4) A public Company acquiring or disposing of assets shall keep all relevant contracts, meeting minutes, log books, appraisal reports and CPA, attorney, and securities underwriter opinions at the Company, where they shall be retained for 5 years except where another act provides otherwise.
- (5) Where any of the following circumstances occurs with respect to a transaction that a public Company has already publicly announced and reported in accordance with the preceding article, a public report of relevant information shall be made on the information reporting website designated by the FSC within 2 days counting inclusively from the date of occurrence of the event:
 - A. Change, termination, or rescission of a contract signed in regard to the original transaction.
 - B. The merger, demerger, acquisition, or transfer of shares is not completed by the scheduled date set forth in the contract.
 - C. Change to the originally publicly announced and reported information.

4. Announcement Formats

- (1) For transactions involving the purchase or sale of securities of subsidiaries or related enterprises in domestic and foreign centralized trading markets or over-the-counter trading centers, the announcement format should follow Attachment 2.
- (2) For acquiring real estate through self-development, joint construction, or other methods, the announcement format should follow Attachment 3.
- (3) For transactions involving the acquisition or disposal of real estate and equipment or the acquisition of real estate from related parties, the announcement format should follow Attachment 4.
- (4) For transactions involving securities, membership cards, intangible asset transactions, and financial institutions' disposal of debt not conducted in centralized trading markets or securities brokerage offices, the announcement format should follow Attachment 5.
- (5) For investments in mainland China, the announcement format should follow Attachment 6.
- (6) For those engaging in derivative trading, the announcement format within two days of the occurrence shall be as specified in Attachment 7-1.

- (7) For derivative trading activities, the announcement should follow Attachment 7.1 within two days from the date of occurrence and Attachment 7.2 by the 10th of each month.
- (8) For mergers, divisions, acquisitions, or transfers of shares, the announcement format should follow Attachment 8.

Article 15: Handling of Subsidiaries

1. Subsidiaries of the Company shall also establish “Procedures for Acquisition or Disposal of Assets” in accordance with the provisions of the “Regulations Governing the Acquisition or Disposal of Assets by Publicly Issued Companies”. These procedures shall be approved by the subsidiary’s board of directors and submitted to both shareholders’ meetings for approval, and the same process shall apply to revisions.
2. When a subsidiary acquires or disposes of assets, it shall also comply with the regulations of the Company.
3. If a subsidiary is not a publicly issued Company and its acquisition or disposal of assets meets the disclosure standards stipulated in the “Guidelines for Handling the Acquisition or Disposal of Assets by Publicly Issued Companies”, the Company shall handle the announcement and reporting matters on behalf of the subsidiary.
4. In the announcement and reporting standards of subsidiaries, the term “Company’s paid-in capital or total assets” refers to the paid-in capital or total assets of the Company.

Article 16: Penalties

Employees of the Company who handle the acquisition or disposal of assets in violation of the procedures outlined herein shall be subject to regular assessment in accordance with the Company's personnel management regulations and work rules, and penalties shall be imposed based on the severity of the offense.

Article 17: Implementation and Amendment

1. This procedure shall be implemented upon approval by more than half of the members of the Audit Committee, followed by resolution by the Board of Directors and approval by the shareholders' meeting. The same process shall apply to amendments. If any director expresses objections with documented or written statements, the objection materials shall be submitted to all members of the Audit Committee. Furthermore, if the Company has independent directors, their opinions shall be taken into full consideration when presenting this procedure for discussion at the Board of Directors meeting. If any independent director opposes or reserves their opinion, it shall be recorded in the minutes of the Board of Directors meeting.
2. This procedure was established on August 28, 1991.
The first amendment was made on May 29, 1995.
The second amendment was made on July 13, 1995.
The third amendment was made on August 28, 1997.
The fourth amendment was made on December 15, 1997.
The fifth amendment was made on June 20, 2000.
The sixth amendment was made on June 28, 2002.
The seventh amendment was made on June 12, 2003.
The eighth amendment was made on May 31, 2007.
The ninth amendment was made on June 21, 2012.
The ninth amendment was made on September 5, 2014.
The eleventh amendment was made on June 27, 2017.
The twelfth amendment was made on June 11, 2019.
The thirteenth amendment was made on June 11, 2020.
The fourteenth amendment was made on July 22, 2021.
The fifteenth amendment was made on June 21, 2022.

Appendix 3

San Di Properties Co., Ltd. Procedures for Financial Derivatives Transactions

Enacted on May 24, 1997

Amended on June 12, 2003

Amended on September 5, 2014

Chapter 1 General Provisions

Article 1

This Procedures for Financial Derivatives Transactions (hereinafter referred to as "this Procedure") is formulated in accordance with Article 36-1 of the Securities Exchange Act and the letter No. 0910006105 issued by the Ministry of Finance Securities and Futures Commission (hereinafter referred to as "the Commission") on December 10, 2002 "Guidelines for Publicly Listed Companies to Acquire or Dispose of Assets" (hereinafter referred to as "the Guidelines").

Article 2 Types of Transactions:

Refers to transactions whose value is derived from commodities such as assets, interest rates, exchange rates, indices, or other interests (such as forward contracts, option contracts, futures contracts, margin trading contracts, swap contracts, and composite contracts composed of the aforementioned commodities). The term "forward contract" does not include insurance contracts, performance contracts, after-sales service contracts, long-term lease contracts, and long-term purchase (sale) contracts.

Article 3 Principles of Supervision and Management by the Board of Directors When Engaging in Derivative Commodity Transactions

1. The board of directors shall designate senior executives to monitor and control the risks of derivative commodity transactions at all times. The principles of management are as follows:
 - (1) Regularly assess whether the current risk management measures are appropriate and comply with the guidelines issued by the Commission and this Procedure.
 - (2) Supervise transactions and profit/loss situations. In case of any abnormal situation, necessary measures should be taken and immediately reported to the board of directors. If independent directors are appointed, an independent director should attend the board meeting and express opinions.
2. Regularly assess whether the performance of engaging in derivative commodity transactions conforms to the established business strategy and whether the risks undertaken are acceptable by the Company.
3. When the Company engages in derivative commodity transactions, the relevant personnel authorized according to this Procedure shall report to the most recent board of directors afterwards.
4. When the Company engages in derivative commodity transactions, it shall establish a register, detailing the types, amounts, dates approved by the board of directors, and matters to be prudently assessed according to the first, second, and twentieth items of this Article, for reference in the register.

Chapter 2 Trading Principles and Policies

Article 4

The operational strategy is to strengthen the management of the Company's assets and liabilities, and to enhance the efficiency of fund utilization and hedging.

Article 5 Division of Responsibilities:

1. Financial Investment Department: Trading Execution Department
 - (1) Responsible for formulating strategies for the entire Company's financial product trading.
 - (2) Should calculate positions every two weeks, gather market information, conduct trend analysis and risk assessment, formulate operational strategies, and, upon approval by the decision-making authority, use them as the basis for trading.
 - (3) Execute transactions according to authorized limits and established strategies.
 - (4) In the event of significant changes in the financial market or when traders determine that established strategies are no longer applicable, submit evaluation reports promptly, formulate new strategies, and, upon approval by the chairman, use them as the basis for trading.
2. Accounting Section: Unit responsible for executing transaction confirmation and accounting processing
 - (1) Review whether transactions are conducted according to authorized limits and established strategies.
 - (2) Conduct monthly evaluations, and submit evaluation reports to the chairman for review.
 - (3) Make declarations and announcements in accordance with the regulations of the Securities and Futures Commission.
3. Finance Section: Unit responsible for executing settlement and account management.

4. Audit Department: It should regularly assess the adequacy of internal controls for derivative commodity transactions and conduct monthly audits to determine compliance with this Procedure by the trading department. Analyze transaction cycles and produce audit reports. In the event of significant violations, notify the respective supervisors in writing.

Article 6 Performance Evaluation Guidelines:

1. The basis for performance evaluation shall be the profit or loss generated between the Company's book exchange rate cost and engaging in derivative commodity transactions.
2. To fully grasp and express the evaluation risk of transactions, evaluate profits and losses through monthly settlement evaluations.
3. The finance department shall provide evaluations of trading commodities and market trend analyses to senior management on a monthly basis as decision-making references.

Article 7 Contract Amount:

1. Non-transactional Purpose (to avoid risks associated with existing assets or liabilities): The total amount should not exceed the total amount of existing assets or liabilities. Any excess amount should be classified as transactional.
2. Transactional Purpose: The total contract amount for transactions shall be assessed and adjusted annually, but shall not exceed 10 times the authorized trading limit. However, in special circumstances approved by the board of directors, this limit does not apply.

Article 8 Upper Limits for Total and Individual Contract Losses:

The upper limit for total contract losses is set at USD 1,000,000, and the upper limit for individual contract losses is set at USD 10,000.

Chapter 3 Operational Procedures

Article 9 Operational procedures for transactions are as follows:

1. Authorization Limits: The head of the trading unit should issue a written quota application based on the conditions and experience of each trader, and provide individual traders with trading quotas and stop-loss limits. However, the stop-loss limit should not exceed the above limit.
2. Execution of Transactions: After each transaction, traders should obtain transaction vouchers from the counterparty and submit them to their unit head for signature. After signing, they should be further submitted to the accounting unit and the audit department.
3. Transaction Confirmation: The accounting unit should confirm and reconcile with the counterparty based on the transaction vouchers signed, and register based on the figures and details in the confirmation document. Reports should then be prepared and distributed to the trading unit for review, with the audit department conducting risk management.
4. Transaction Reporting Process:

Form Type	Data Source	Signatories and Sequence
1. Transaction Voucher	Counterparty	Head of Trading Unit, Accounting, Audit Department
2. Daily Trading and Variation Table	a. Transaction Voucher b. Daily Closing Prices provided by News Agencies	Original: Superior Supervisor; Copy: Head of Trading Unit, Audit Department
3. Monthly Buying and Selling Summary Table	Transaction Voucher	Trading Unit, Audit Department, Superior Supervisor
4. Closing Summary Table	Monthly Closing Statement sent by Counterparties	Audit Department, Superior Supervisor, Chairman

5. The audit department should conduct regular (at least once a week) and ad-hoc (when market price fluctuations are significant) risk assessments and monitoring of all departments involved in derivative commodities trading within the Company.

Chapter 4 Announcement and Reporting Procedures

Article 10 Information Disclosure Procedure

1. The finance department of the Company shall, in accordance with the regulations of the regulatory authority, input the situation of derivative commodity transactions conducted by the Company and its non-domestic publicly traded subsidiaries as of the end of the previous month into the designated information reporting website of the regulatory authority by the 10th of each month, following the prescribed format.
2. When the losses from engaging in derivative commodity transactions reach the upper limits as defined in the Procedure, either for all contracts or individual contracts, the Company shall make announcement reports within two days from the occurrence of the event, following the prescribed format by the regulatory authority.

3. If there are errors or omissions in the items that the Company is required to disclose according to regulations, and corrections are necessary, the Company shall re-submit all items for announcement reporting.

Chapter 5 Accounting Procedures and Methods

Article 11

Accounting procedures should faithfully represent the content and results of transactions and express the results of transactions and information disclosure in accordance with the prudence principle.

Article 12

Receivables and payables for each month should be presented as net amounts and separately listed according to their accounting items.

Article 13

The accounting unit should calculate realized gains and losses for offset transactions based on individual recognition methods at the end of each month.

Article 14

After the monthly closing, the accounting unit should, within five days, separate the unsettled portions of transactions from the previous month into those for trading purposes and those not for trading purposes based on market value methods, calculate their net gains and losses individually, and record them under realized gains and losses and unrealized gains and losses accounts.

Article 15

Accounting personnel should confirm and reconcile transaction details and account statuses with counterparties monthly.

Article 16

For the current financial statements, accounting personnel should disclose detailed information about derivative commodities, their counterparties, risks and authorized units, face values, contract amounts, recognized gains and losses, evaluation results, accounting policies, and significant post-balance sheet events according to the nature of transactions.

Chapter 6 Internal Control System

Article 17 Principle of Segregation of Duties

Transactions, accounting, and audit should be separated to achieve professional specialization and mutual checks and balances.

Article 18 Internal Control of Operations

1. Transaction vouchers should be obtained from counterparties immediately after each transaction.
2. The acquisition of transaction data and the process of form production should be clearly delineated in terms of responsibilities.
3. Accounting personnel should regularly reconcile transaction details and account statuses with counterparties.
4. The trading positions of traders should comply with approved trading quotas and stop-loss limits.
5. The audit department must understand the daily trading and variation table provided by the accounting department every day.

Article 19 Risk Management Measures

1. Credit Risk Management: All trading orders of the Company are placed with internationally renowned, creditworthy banks, and brokers.
2. Market Risk Management:
 - (1) Utilization of markets where pricing information is adequately disclosed.
 - (2) Control over confirming trading quotas.
3. Liquidity Risk Management: When selecting trading commodities, priority is given to those with high liquidity and large trading volumes (i.e., easily liquidated in the market).
4. Operational Risk Management:
 - (1) Adherence to authorized quotas, operational procedures, and inclusion in internal audits to avoid operational risks.
 - (2) Traders and personnel responsible for confirmation and settlement of derivative commodity transactions should not hold dual roles.
 - (3) Personnel responsible for measuring, monitoring, and controlling risks should be from different departments from those mentioned in the preceding point. They should report to the board of directors or senior management responsible for trading or position decisions.
 - (4) Positions held in derivative commodity transactions should be evaluated at least weekly, but hedging

transactions conducted for business needs should be evaluated at least twice a month. Evaluation reports should be submitted to senior management authorized by the board of directors.

5. Legal Risk Management:

- (1) Documents signed with banks and brokers should be reviewed by relevant business and legal personnel before formal signing.
- (2) Prior to any transaction, a thorough understanding of the regulations governing the traded commodity and market is required.

6. Cash Flow Risk Management: To ensure the stability of the Company's operating funds, the source of funds for derivative commodity transactions is limited to proprietary funds, and the operational amount should consider the cash flow needs for the next three months based on cash flow forecasts.

7. Commodity Risk Management: Internal traders should possess comprehensive and accurate professional knowledge of financial commodities and require banks to fully disclose risks to prevent misuse of financial commodity risks.

Article 20 Regular Evaluation Methods

1. The board of directors should authorize senior management to regularly supervise and evaluate whether derivative commodity transactions are conducted in accordance with the Company's established trading procedures and whether the risks undertaken are within the acceptable range. In case of abnormal situations in market price evaluation reports (such as positions held exceeding restricted losses), the board should be immediately informed, and appropriate measures should be taken. If the Company has appointed independent directors, at least one independent director should attend the board meeting and express opinions.
2. Positions held in derivative commodity transactions should be evaluated at least weekly. However, hedging transactions conducted for business needs should be evaluated at least twice a month. Evaluation reports should be submitted to senior management authorized by the board of directors.

Chapter 7 Internal Audit System

Article 21

1. Internal audit personnel should regularly assess the adequacy of internal controls for derivative commodity transactions. They should conduct monthly audits to determine compliance with this Procedure by the trading department, analyze transaction cycles, and prepare audit reports. If significant violations are discovered, they should notify the supervisors in writing.
2. The audit department should submit the audit report and the execution status of the internal audit annual plan to the regulatory authority by the end of February of the following year. The improvement status of abnormal items should be reported to the regulatory authority for reference no later than the end of May of the following year.

Chapter 8 Other Matters

Article 22 Control Procedures for Subsidiaries Engaging in Derivative Commodity Transactions

1. Subsidiaries of the Company intending to engage in derivative commodity transactions should, in accordance with relevant provisions of this Procedure, establish procedures for subsidiary engagement in derivative commodity transactions and submit them for approval at the shareholders' meeting of the respective subsidiary.
2. Subsidiaries should submit, on a monthly basis, information on derivative commodity transactions conducted as of the end of the previous month in the prescribed format to the Company for review.
3. When audit personnel of the Company conduct audits at subsidiaries according to the annual audit plan, they should also assess the execution of procedures for derivative commodity transactions by subsidiaries. If any deficiencies are found, they should continuously monitor the improvement progress and submit a follow-up report to the Chairman.

Article 23

Managers and responsible personnel of the Company who cause losses due to violations of this Procedure should compensate the Company for the amount of losses incurred. They should also be subject to regular performance assessments according to the Company's personnel management regulations and employee handbook, and disciplinary action should be taken based on the severity of the violations.

Article 24

After the approval of the board of directors, this Procedure shall be submitted to all supervisors and reported to the shareholders' meeting for approval. If any director objects and provides recorded or written statements, the Company shall submit their objections to all supervisors and report them to the shareholders' meeting for discussion. Any revisions shall follow the same process.

Article 25 Supplementary Provisions

Any matters not covered in this Procedure shall be handled in accordance with relevant laws and regulations.

Appendix 4

San Di Properties Co., Ltd. “Procedures for Lending Funds to Others”

Article 1 Purpose, Laws and Regulations

1. In order to establish guidelines for the lending of funds by this Company to others and to safeguard the interests of this Company, specific operational procedures are outlined.
2. The Company's Operation Procedures for Lending Funds to Others Parties (hereinafter referred to as "Procedures") are formulated pursuant to Article 36-1 of the Securities and Exchange Act and Regulations Governing Loaning of Funds and Making of Endorsements and Guarantees by Public Companies, which is promulgated by the Financial Supervisory Commission (FSC).

Article 2 The party to whom the Company may lend its funds

1. Companies or firms having business relationship with the Company.
2. Companies or firms requiring short-term financing from the Company. The lending amount shall not exceed 40 percent of the Company's net worth.

The aforementioned “short-term” means one year or a business operating cycle, whichever is longer.

The terms “financing amount” means the cumulative balance of the Company's short-term financing. In other words, the cumulative loan amount is calculated by subtracting the cumulative recovered amount.

The responsible person of the Company who has violated the provisions of the first paragraph shall be liable, jointly and severally with the borrower, for the repayment of the loan at issue and for the damages, if any, to the Company resulted there-from.

Article 3 Criteria for Evaluating Fund Lending to Others

1. Companies or firms with business dealings with this Company must demonstrate the necessity for fund lending by reaching ten percent of the total amount of purchases or sales in the previous fiscal year.
2. Fund lending for short-term financing is limited to the following circumstances:
 - (1) Companies in which this Company holds more than fifty percent of shares may obtain short-term financing for business needs.
 - (2) Other companies or firms may obtain short-term financing for procurement or operational turnover needs.
 - (3) Fund lending to others requires approval by the board of directors of this Company.

Article 4 Total lending amount and credit limit of individual part

1. For fund lending between this Company and other companies or firms due to business transactions, the total amount shall not exceed twenty percent of this Company's latest financial statement net worth, with individual lending limits to a single entity not exceeding ten percent of this Company's latest financial statement net worth.
2. In cases where short-term financing between companies or firms is necessary, the total financing amount shall not exceed twenty percent of this Company's latest financial statement net worth, with individual lending limits to a single entity not exceeding ten percent of this Company's latest financial statement net worth.
3. Approval by the board of directors is required, and lending must be within the limits set by the shareholders' meeting. The term "net worth" refers to the balance remaining after deducting total liabilities from total assets (i.e., shareholders' equity).

Article 5: Loan Term and Interest Calculation Method for Fund Lending

1. The repayment period for each loan is limited to one year. Loans not repaid on time shall not be eligible for further lending.
2. Interest calculation shall be based on prevailing market interest rates at the time of fund lending, adjusted flexibly according to the Company's cost of funds. Interest shall be payable monthly as a general rule.

Article 6: Decision-making and Responsibility Units

1. Fund lending between this Company and its subsidiaries, or between subsidiaries, shall be handled in accordance with the review procedures and evaluation regulations stipulated in Article 7, after obtaining approval from the board of directors. The Chairman may be authorized by the board of directors to disburse funds in installments or for revolving use to the same lending party within a specified limit set by the board of directors and not exceeding one year. The term "specified limit" mentioned above refers to the authorized lending limit by this Company or its subsidiaries to a single enterprise, which shall not exceed ten percent of the latest financial statement net worth of that Company.
2. If this Company appoints independent directors, their opinions should be fully considered when lending funds to others. If any independent director expresses opposition or reservation, it should be recorded in the minutes of the board of directors' meeting.

3. The primary unit responsible for implementing this regulation is the Finance Department.

Article 7: Operating and review procedures for financing others

1. Credit investigations

For all companies or banks that apply for loan funds, a detailed credit investigation should be conducted. The principles are as follows:

- (1) First-time Borrowers shall provide basic information and financial data to facilitate the credit investigation.
- (2) For non first-time Borrowers, credit investigations shall be conducted when they file for loan extensions. In significant or urgent cases, credit investigations can be conducted on demand depending on the circumstances.
- (3) Provided that the Borrower is in good financial condition and the certified public accountant has audited the Borrower's annual financial statements, the investigation report of more than one year and less than 2 years can be used together with the certified public accountant's audited report with the same period as the investigation report as reference materials for lending.

2. Review and Evaluation

All borrowers must complete an application form, and the handling unit shall prepare a detailed review and evaluation report. The evaluation report shall include the following items and shall be processed according to the prescribed operational procedures:

- (1) The necessity and reasonableness of lending funds to others.
- (2) Credit investigation and risk assessment of the borrower.
- (3) Impact on the Company's operational risks, financial condition, and shareholder equity.
- (4) Whether collateral should be obtained and the assessed value of the collateral.
- (5) Whether the cumulative amount of fund lending remains within the prescribed limits.
- (6) Attachment of the borrower's credit investigation and risk assessment records.

3. Loan Approval

- (1) After review and evaluation, if the borrower's credit rating is poor or for any other reason it is (deemed inappropriate to grant the loan, the handling personnel shall provide reasons for not granting the loan, have them signed and approved, and promptly inform the borrower.
- (2) After review and evaluation, for cases with good credit ratings, legitimate loan purposes, and no adverse effects on the Company's financial business and shareholder equity, the handling personnel shall submit the credit investigation and evaluation report, along with the proposed loan amount, term, interest rate, and other information, for approval by the Managing Director and Chairman. Subsequently, according to Article 6, approval from the board of directors is required before proceeding.

4. Notification to Borrower

After the loan application is approved, the handling personnel shall promptly notify the borrower by letter or email, providing detailed information on the loan terms, including the amount, term, interest rate, collateral, and guarantors. The borrower is requested to sign the contract within the specified period, complete the procedures for setting up collateral (mortgage or pledge), and complete the guarantor procedures, upon which the appropriation will be made.

5. Contract and Guarantee

- (1) The terms of the loan agreement shall be drafted by the handling personnel, reviewed by the supervising personnel, and then submitted to the legal advisor for approval before proceeding with the signing procedure.
- (2) The content of the agreement shall be consistent with the approved loan terms. After the (borrower and the joint guarantor(s) have signed the agreement, the handling personnel shall proceed with the guarantee procedures.

6. Security Measures

When this Company lends funds to others, except for investments in subsidiaries of the Company, the borrower shall be required to provide appropriate collateral or security instruments equivalent to the loan amount. Additionally, procedures for the establishment of chattel or real property pledges or mortgages shall be carried out to ensure the rights of this Company as a creditor.

7. Appropriation

Once a loan application has been approved and processed according to the procedures outlined in this operation, and after verification by the Finance Department to ensure accuracy, an appropriation can be made.

Article 8: Announcement and Reporting Procedures

1. The Company shall announce and report the balances of fund lending for the Company and its subsidiaries for the previous month before the 10th day of each month.
2. The Company shall promptly announce and report the following situations within two days of their occurrence:
 - (1) The balance of fund lending by the Company and its subsidiaries to others reaches twenty percent or more of the latest financial statement net worth of the Company.
 - (2) The balance of fund lending by the Company and its subsidiaries to a single enterprise reaches ten percent or

more of the latest financial statement net worth of the Company.

(3) The newly added fund lending amount by the Company and its subsidiaries reaches NT\$10 million or more, and it accounts for two percent or more of the latest financial statement net worth of the Company.

3. For subsidiaries of the Company that are not domestic publicly traded companies and have matters requiring announcement and reporting as described in the preceding paragraphs, the Company shall handle such matters on behalf of its subsidiaries.

The term "announcement and reporting" refers to the submission to the designated information reporting website of the Financial Supervisory Commission (hereinafter referred to as the "Commission").

The term "occurrence date" refers to the earlier of the signing date, payment date, board resolution date, or any other date sufficient to determine the object and amount of fund lending or endorsement guarantee.

Article 9: Subsequent control on loan amount and procedures for overdue credit

1. Following loan appropriation, the Company shall frequently evaluate the financial, operating and related credit conditions of the Borrower and its guarantor. If collateral is provided, the Company shall be aware of the fluctuations in collateral's value. In case of significant changes, the Company shall notify the Chairperson immediately and take actions according to instructions of the Chairperson.
2. Interest should be calculated when the Borrower repays the loan upon or before its due date. Once the principal and interest of the loan are repaid, the Company shall cancel and return the promissory note to the Borrower or cancel the pledge.
3. The Borrower shall immediately repay the principal and interest when the loan is due. If the Borrower fails to repay the loan and requires an extension, the request for extension shall be submitted beforehand and approved by the Board of Directors. The extension on each loan shall be less than three months and one-time only. The lending duration of such a loan, including the extension, shall be less than one year or one operating cycle. In case of violation, the Company shall be entitled to impose penalties and take legal actions to recover the loan from the collateral provided or from the guarantor.

Article 10: Penalty

The managers and persons-in-charge who violate the Procedures for Endorsements and Guarantees as promulgated by the Financial Supervisory Commission and these Procedures shall be penalized based on the severity of violation in accordance with the Rules of Rewards and Punishments for the Company's employees.

Article 11: Control procedures for financing other parties by subsidiaries

1. When a subsidiary of the Company intends to lend funds to others, the Company shall instruct the subsidiary to establish operational procedures for fund lending to others in accordance with the regulations of the Financial Supervisory Commission (FSC) on "Guidelines for the Handling of Fund Lending and Endorsement Guarantees by Publicly Issued Companies". After approval by the board of directors, it shall be submitted to the shareholders' meeting for consent, and any amendments shall follow the same process.
2. Prior consent from the Company is required for any fund lending by a subsidiary to others. The fund lending operations of the subsidiary shall be conducted according to the aforementioned procedures.
3. The Finance Department shall obtain detailed statements of fund lending balances from each subsidiary at the beginning of each month.
4. The Finance Department of the Company shall periodically evaluate whether the subsequent control measures and procedures for handling overdue receivables by each subsidiary are appropriate.
5. Internal auditors of the Company shall periodically review the compliance of each subsidiary with its self-established "Fund Lending to Others Operational Procedures" and prepare audit reports. Upon review and approval, the findings and recommendations of the audit report shall be communicated to the subsidiaries being audited for improvement. Periodic follow-up reports shall be prepared to ensure that appropriate improvement measures have been timely implemented.
6. The terms "subsidiary and parent Company" shall be determined in accordance with the regulations of the Financial Reporting Standards for Issuers of Securities.
7. If the financial reports of the Company are prepared in accordance with International Financial Reporting Standards (IFRS), the term "net worth" referred to in this procedure shall mean the equity attributable to the owners of the parent Company as defined in the financial statements prepared in accordance with the Financial Reporting Standards for Issuers of Securities.

Article 12: Other Compliance Matters

1. The Finance Department shall meticulously record the details of fund lending to others, including the parties involved, amounts, dates of board approval, dates of fund appropriation, and other matters evaluated with caution, in a register for reference.
2. Internal auditors of the Company shall conduct audits of the fund lending to others operational procedures and their implementation at least quarterly, and shall maintain written records. In case of discovery of significant

violations, they shall promptly notify the Audit Committee and independent directors in writing.

3. If the Company subsequently undergoes changes such as a decrease in net worth, resulting in non-compliance with this guideline or exceeding the prescribed limits for lending, the Company shall establish and implement improvement plans. These improvement plans shall be submitted to the Audit Committee and independent directors, and improvements shall be completed according to the plan's schedule.
4. The Company shall evaluate fund lending situations in accordance with generally accepted accounting principles, make adequate provisions for bad debts, disclose relevant information appropriately in financial reports, and provide necessary information to the auditors for conducting audit procedures.

Article 13: Implementation Procedure

1. This operational procedure shall be approved by the board of directors and implemented after obtaining consent from the Audit Committee and reporting to the shareholders' meeting. If any director dissents and has a documented or written statement, the Company shall submit the dissenting opinion to the Audit Committee and report it to the shareholders' meeting for discussion. Amendments shall follow the same process.
2. When the fund lending to others operational procedure is submitted to the board of directors for discussion in accordance with the preceding paragraph, due consideration shall be given to the opinions of each independent director. If any independent director expresses opposition or reservation, it shall be clearly recorded in the minutes of the board of directors' meeting.

Article 14: Amendments

1. This operational procedure was established on March 21st, 1997
2. The first amendment was made on October 26th, 1997
3. The second amendment was made on May 27th, 1998
4. The third amendment was made on June 28th, 2002
5. The fourth amendment was made on June 12th, 2003
6. The fifth amendment was made on May 31st, 2007
7. The sixth amendment was made on June 3rd, 2009
8. The seventh amendment was made on June 9th, 2010
9. The eighth amendment was made on June 20th, 2013
10. The ninth amendment was made on June 27th, 2017
11. The tenth amendment was made on June 11th, 2019.
12. The eleventh amendment was made on July 22nd, 2021

Appendix 5

San Di Properties Co., Ltd. “Procedures for Endorsements and Guarantees”

Article 1 Purpose, Laws and Regulations

1. In order to operate steadily, protect the Company's rights and interests, and reduce the company's operating risks, these operating procedures are specially formulated for compliance.
2. The Company's Operation Procedures for Endorsements and Guarantees (hereinafter referred to as "Procedures") are formulated pursuant to Article 36-1 of the Securities and Exchange Act and Regulations Governing Loaning of Funds and Making of Endorsements and Guarantees by Public Companies, which is promulgated by the Financial Supervisory Commission (FSC).

Article 2 The term "endorsements/guarantees" as used in these Operational Procedures refers to the following:

1. Financing endorsements/guarantees, including:
 - (1) Bill discount financing.
 - (2) Endorsement or guarantee made to meet the financing needs of another Company.
 - (3) Issuance of a separate negotiable instrument to a non-financial enterprise as security to meet the financing needs of the Company itself.
2. Customs duty endorsement/guarantee, meaning an endorsement or guarantee for the Company or another Company with respect to customs duty matters.
3. Other endorsements/guarantees, meaning endorsements or guarantees beyond the scope of the above two paragraphs.

Any creation by the Company of a pledge or mortgage on its chattel or real property as security for the loans of another Company

Article 3 The Company may make endorsements/guarantees for the following companies:

1. A Company with which it does business.
2. A Company in which the Company directly and indirectly holds more than 50% of the voting shares.
3. A Company that directly and indirectly holds more than 50% of the voting shares in the Company.

Companies in which the Company holds, directly or indirectly, 90% or more of the voting shares may make endorsements/guarantees for each other, and the amount of endorsements/guarantees may not exceed 10% of the net worth of the Company. This restriction shall not apply to endorsements/guarantees made between companies in which the Company holds, directly or indirectly, 100% of the voting shares.

The Company may provide endorsement guarantees based on the needs of contracted projects between peers or co-promoters, according to contract provisions, or due to joint investment relationships, whereby all contributing shareholders guarantee the invested Company's endorsement according to their respective shareholding ratios, or, in accordance with consumer protection regulations, it may jointly provide performance guarantees for pre-sale housing sales contracts between peers. The aforementioned activities are not subject to the restrictions of the preceding two clauses.

The term "investment" in the preceding clause refers to direct investment by the Company or investment through wholly-owned subsidiaries holding 100% of the voting shares.

The Subsidiaries and parent companies shall be determined in accordance with the provisions of the financial reporting standards for issuers of securities.

The Company's financial statements are prepared in accordance with International Financial Reporting Standards. The term "net worth" refers to the equity attributable to the owners of the parent Company as specified in the financial reporting standards for issuers of securities.

Article 4 Endorsement Guarantee Limit and Evaluation Criteria

1. The total amount of endorsement guarantees provided by the Company shall not exceed 400% of the Company's latest financial statement net worth. If the total amount of endorsement guarantees exceeds 50% of the Company's financial statement net worth, the necessity and reasonableness shall be explained at the shareholders' meeting.
2. For the amount of endorsement guarantees to a single enterprise, if it is engaged in endorsement guarantees due to business transactions, it must not exceed the total purchase or sales amount between the guaranteed Company and the Company in the previous fiscal year, and it must not exceed 10% of the Company's latest financial statement net worth. If the endorsement guarantee is between the Company and its subsidiary or parent Company, it must not exceed 50% of the Company's latest financial statement net worth. The Company may provide endorsement guarantees based on the needs of contracted projects between peers or co-promoters according to contract provisions, or due to joint investment relationships, whereby all contributing shareholders guarantee the invested Company's endorsement according to their respective shareholding ratios, or in accordance with consumer

protection regulations for performance guarantees of pre-sale housing sales contracts between peers. Such activities are not subject to the limitations of the preceding two clauses. "Net worth" refers to the balance remaining after deducting total liabilities from total assets (i.e., shareholder equity).

Article 5 Level of decision-making and authorization

1. When the Company handles endorsement guarantee matters, it shall follow the signing and approval procedures as specified in Article 6 of this operating procedure, which shall be implemented after a decision by the board of directors. If the Company deems it necessary, the chairman of the board may be authorized by the board of directors to take action within the set limit, subject to subsequent ratification by the board of directors, and relevant information shall be reported to the shareholders' meeting for reference.
2. When the Company handles endorsement guarantees, if there is a necessity beyond the limits set forth in Article 4 due to business needs and it meets the conditions specified in the Company's endorsement guarantee operating procedure, it shall be approved by the board of directors. More than half of the directors shall jointly guarantee against potential losses incurred by the Company exceeding the limit, and the operating procedure shall be amended and submitted to the shareholders' meeting for ratification. If the shareholders' meeting does not agree, a plan shall be formulated to eliminate the excess within a certain period.
3. The Company has appointed independent directors. When discussing matters related to endorsing guarantees for others, due consideration shall be given to the opinions of each independent director. If any independent director has objections or reservations, it shall be recorded in the minutes of the board of directors meeting.
4. The main unit responsible for this regulation is the finance department.

Article 6 Endorsement Guarantee Review and Handling Procedures

1. When the Company handles endorsement guarantees, the handling unit shall prepare a detailed review and evaluation report. The evaluation report shall include the following items and shall be processed according to the established operating procedures:
 - (1) Necessity and reasonableness of the endorsement guarantee.
 - (2) Credit investigation and risk assessment of the endorsed entity, and whether the amount of the endorsement guarantee is necessary considering the financial condition of the guaranteed Company.
 - (3) Impact on the Company's operational risks, financial condition, and shareholders' equity.
 - (4) Whether collateral should be obtained and the assessment value of the collateral.
 - (5) When engaging in endorsement guarantees due to business transactions, evaluate whether the amount of the endorsement guarantee and the amount of business transactions are within the limit.
 - (6) Whether the cumulative amount of endorsement guarantees remains within the limit.
 - (7) Attachment of credit investigation and risk assessment records for endorsement guarantees.
2. When the guaranteed Company handles endorsements, the handling unit of the Company shall fill out the "Guarantee Application (Cancellation) Form," specifying details such as the endorsing guarantee Company, recipient, type, reason, and amount. Along with the evaluation report mentioned above, it shall be submitted for approval by the Managing Director and chairman of the board, and after approval by the board of directors, the procedure shall be carried out. However, if necessary due to business needs, the chairman may take action within the authorized limit as per Article 5 of this operating procedure, subject to subsequent ratification by the most recent board of directors meeting, and relevant matters shall be reported to the shareholders' meeting for reference.
3. When handling endorsement guarantees, the handling unit shall assess risks concretely, and if necessary, obtain collateral from the guaranteed Company.
4. After the endorsement guarantee is approved, the endorsed bills may be returned to the guaranteed Company after completing the following procedures:
 - (1) Affixing the Company seal.
 - (2) Keeping a copy of both sides of the endorsed bills for record.
 - (3) Registering in the record book to control the amount of endorsement.
 - (4) When endorsement bills need to be canceled due to debt repayment or extension, the applying department shall fill out the "Guarantee Application (Cancellation) Form" and submit it along with the original endorsed bills to the finance department for cancellation.
 - (5) The finance department shall promptly record canceled bills in the record book to reduce the cumulative amount of endorsement.
5. The finance department shall establish a record book for handling endorsement guarantee matters, detailing the endorsed entities, amounts, dates of board approval or chairman's actions, and provisions specified in Article 6 for reference.

Article 7 Seal Usage and Custody Procedures

1. The Company shall use the corporate seal (including the seal of the responsible person) registered with the Ministry of Economic Affairs as the dedicated seal for endorsement guarantees. This seal shall be kept by the designated

personnel approved by the board of directors and shall be used for stamping or issuing documents in accordance with the operating procedures specified in the Company's seal management regulations.

2. When issuing guarantees to foreign companies, the guarantee letter shall be signed by the person authorized by the board of directors.

Article 8 Public announcement and regulatory filing procedures:

1. Announcement and reporting deadline: Enter the information reporting website designated by the competent authority in charge of securities before the 10th day of each month.
2. Announcement and reporting content: The previous month's balance of endorsements/guarantees of the Company and its subsidiaries. Where the balance of endorsements/guarantees reach one of the following levels, the Company shall announce and report such event within 2 days commencing immediately from the date of occurrence:
 - (1) The aggregate balance of endorsements/guarantees by the Company and its subsidiaries reaches 50% or more of the Company's net worth as stated in its latest financial statement.
 - (2) The balance of endorsements/guarantees by the Company and its subsidiaries for a single enterprise reaches 20% or more of the Company's net worth as stated in its latest financial statement.
 - (3) The balance of endorsements/guarantees by the Company and its subsidiaries for a single enterprise reaches NT\$ 10 million or more and the aggregate amount of all endorsements/guarantees for, long-term investment in, and balance of loans to, such enterprise reaches 30% or more of the Company's net worth as stated in its latest financial statement.
 - (4) The amount of new endorsements/guarantees made by the Company or its subsidiaries reaches NT\$ 30 million or more, and reaches 5% or more of the Company's net worth as stated in its latest financial statement.
3. The Company shall announce and report on behalf of any subsidiary thereof that is not a domestic public Company any matters that such subsidiary is required to announce and report pursuant to Subparagraph 4 of the preceding paragraph.

Article 9 Control Procedures for Endorsement Guarantees by Subsidiaries

1. When a subsidiary of the Company intends to endorse or provide guarantees for others, the Company shall instruct the subsidiary to establish endorsement guarantee operating procedures in accordance with the regulations of the Financial Supervisory Commission's "Guidelines for Handling Loans and Endorsement Guarantees by Publicly Issued Companies." After approval by the board of directors, it shall be submitted to the shareholders' meeting for consent, and any amendments shall follow the same procedure.
2. When a subsidiary of the Company intends to endorse or provide guarantees for others, it shall obtain approval from the Company before doing so. The designated personnel appointed by the finance department and the Managing Director shall assess the necessity and reasonableness, risks, and impact on the operational risks, financial condition, and shareholders' equity of both the parent Company and the subsidiary. The assessment shall be submitted to the Managing Director and chairman of the board for approval.
3. The finance department shall obtain a monthly report of changes in the endorsement guarantee amounts for each subsidiary at the beginning of each month.
4. Internal auditors of the Company shall regularly audit the compliance of each subsidiary with its "Endorsement Guarantee Operating Procedures" and produce audit reports. Upon review of the audit findings and recommendations, the relevant subsidiaries shall be notified to make improvements, and regular follow-up reports shall be produced to ensure that appropriate corrective measures have been taken in a timely manner.
5. If the subject of the endorsement guarantee is a subsidiary whose net assets are less than half of its paid-in capital, relevant control measures for its continuation shall be clearly defined.

For subsidiaries with no par value or a per-share par value not equal to ten New Taiwan Dollars, the total amount of paid-in capital minus the issuance premium calculated according to the provisions of the eleventh clause shall be used for calculation.

Article 10 Penalties

The managers and responsible personnel of the Company involved in the endorsement guarantee operations, if found to have violated the regulations of the Financial Supervisory Commission's "Guidelines for Handling Loans and Endorsement Guarantees by Publicly Issued Companies" or the Company's "Endorsement Guarantee Operating Procedures," shall be subject to regular performance assessments in accordance with the Company's personnel management regulations and work rules. Penalties shall be imposed based on the severity of the violation.

Article 11 Other Compliance Matters

1. In the event of changes that result in the endorsed guarantee subject not complying with the provisions of this guideline or exceeding the limit, the Company shall devise improvement plans. These plans shall be submitted to each audit committee member and independent director, and improvements shall be completed according to the plan schedule.
2. The Company's internal auditors shall audit the endorsement guarantee operating procedures and their

implementation at least quarterly. Written records shall be made, and in case of significant violations, the audit committee members and independent directors shall be notified in writing.

3. The Company shall assess or recognize contingent liabilities for endorsement guarantees and appropriately disclose endorsement guarantee information in the financial statements. Relevant information shall be provided to the certifying accountant to perform necessary audit procedures.

Article 12 Implementation

1. These Operational Procedures are passed by the Board of Directors; where any Director expresses dissent and it is contained in the minutes or a written statement, the Company shall submit the dissenting opinion to each Supervisor and for discussion by the shareholders' meeting. The same shall apply to any amendments to the Operational Procedures.
2. During the Board of Directors' discussion under the preceding paragraph. If an Independent Director expresses any dissent or reservation, it shall be noted in the minutes of the Board meeting

Article 13 Amendments

1. This operating procedure was established on May 24, 1997.
2. The first amendment was made on June 28, 2002.
3. The second amendment was made on June 12, 2003.
4. The third amendment was made on May 8, 2006.
5. The fourth amendment was made on May 31, 2007.
6. The fifth amendment was made on June 3, 2009.
7. The sixth amendment was made on June 9, 2010.
8. The seventh amendment was made on June 20, 2013.
9. The eighth amendment was made on June 11, 2019.
10. The ninth amendment was made on July 22, 2021.
11. The tenth amendment was made on June 21, 2022.

Appendix 6

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 7

San Di Properties Co., Ltd. Rules of Procedure for Shareholders' 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 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 extemporary 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.

1. These rules have been approved by the regular shareholders' meeting of the Company dated June 20, 1989 for execution;
2. The first revision was made on May 27, 1998;
3. The second revision was made on June 28, 2002;
4. The third was made on July 22, 2021;;
4. The fourth revision was made on June 21, 2022.

Appendix 8

San Di Properties Co., Ltd. Rules for Election of Directors

Enacted on June 28, 2002

Amended on May 8, 2006

Amended on July 22, 2021

Article 1

For the fair, just, and open election of directors, this procedure is established in accordance with Articles 21 and 41 of the "Code of Practice for Corporate Governance for TWSE/GTSM Listed Companies".

Article 2

The election and appointment of directors of the Company shall be handled in accordance with this procedure, unless otherwise provided by laws or regulations.

Article 3

The election and appointment of directors of the Company shall take into account the overall arrangement of the Board of Directors. The composition of the Board of Directors shall take into account diversity and shall formulate an appropriate diversification approach to its operation, mode of operation and development needs, which shall include, but shall not be limited to, the following two broad criteria:

1. Basic conditions and values: Sex, age, nationality, culture, etc.
2. Professional knowledge and skills: Professional background (such as law, accounting, industry, finance, marketing or technology), professional skills and industry experience, etc.

The members of the Board of directors shall possess in general the knowledge, skills and qualities necessary for the performance of their duties, and shall have the following overall competencies:

1. Operational judgment ability.
2. Accounting and financial analysis capabilities.
3. Operation and management capabilities.
4. Crisis handling capabilities.
5. Industry knowledge.
6. International market vision.
7. Leadership.
8. Decision-making ability.

There shall be more than half of the seats among the directors, and they shall not be related to each other as spouses or relative of second degree of kinship.

The Board of Directors of the Company shall adjust the composition of the Board of Directors according to the results of the performance evaluation.

Article 4

The qualifications of the independent directors of the Company shall comply with the provisions of articles 2,3 and 4 of the measures for the establishment of independent directors of a public Company.

The election of independent directors of the Company shall be in accordance with articles 5,6,7,8 and 9 of the measures for the establishment of independent directors of a public Company and the matters to be followed, and in accordance with article 24 of the code of practice on the governance of TWSE/GTSM Listed Companies.

Article 5

The election of the directors and supervisors of the Company shall be conducted in accordance with the procedures for the nomination of candidates stipulated in Article 192-1 of the Company law.

The Company shall hold a shareholders' meeting by-election at the latest if the directors are dismissed for any reason and the number of directors is less than five. However, if a director is one-third of the number of seats as prescribed in the Articles of Incorporation, the Company shall, within 60 days from the date of the fact, convene a shareholders ad hoc by-election.

Where the number of independent directors is less than the first proviso of Article 14-2 of the Securities Exchange Act, the Company shall hold a shareholders' meeting by-election at the latest. When the independent directors are removed from office, the shareholders ad hoc meeting by-election shall be held within 60 days from the date of the occurrence of the facts.

Article 6

The election of the directors and supervisors of the Company shall adopt the cumulative voting system. Each share has

the same voting rights as the number of directors or supervisors to be elected. One person may be elected collectively or a number of persons may be distributed.

Article 7

The Board of Directors shall prepare the same number of ballot papers as the number of directors and supervisors to be elected, add the number of their vote counts, distribute the names of the shareholders present at the shareholders' meeting and the electors, and may print the attendance card number on the ballot papers to replace them.

Article 8

The directors and supervisors of the Company shall calculate the voting rights of independent directors and non-independent directors in accordance with the quotas set by the Company's Articles of Incorporation. When the quota is exceeded, it will be determined by drawing lots by those with the same number of votes, and the Chairman will draw lots for those who do not attend.

Article 9

Before the start of the election, the Chairman shall appoint a number of scrutineers and tellers each with shareholder status to perform various related duties. The ballot box is prepared by the Board of Directors, and the scrutineers open the ballot box in public before voting.

Article 10

Election ballots are invalid under one of the following circumstances:

1. Those who do not use ballots prepared by the Board of Directors.
2. Those who put blank ballots into the ballot box.
3. The handwriting is blurred and unrecognizable.
4. If the elected filled in is a shareholder, the household name and the household number of the shareholder are not in conformity with the register of the shareholder; if the candidate filled in is not a shareholder, the name and the document number of the identification document are checked and not in conformity.
5. In addition to filling in the account name of the elected or shareholder account number (identification document number) and the number of vote counts, with other words inserted.

Article 11

The ballot will be opened on the spot after the voting is completed, and the result of the balloting shall be announced on the spot by the Chairman, including the list of directors and supervisors elected and the number of vote counts.

The ballots for the election items mentioned in the preceding paragraph shall be sealed and signed by the scrutineers, and then properly kept and kept for at least one year. However, if a shareholder initiates a lawsuit in accordance with Article 189 of the Company Law, it shall be kept until the end of the lawsuit.

Article 12

The Board of Directors shall send each elected Director a notice of appointment.

Article 13

This procedure is implemented after approval by the shareholders' meeting, and the same applies for amendments.

Appendix 9

San Di Properties Co., Ltd. Shareholdings of All Directors

1. The total quantity of issued shares of the Company as of April 28, 2024: 91,205,759 shares.
2. The minimum quantity of shares that all directors of the Company should hold: 7,296,460 shares.
3. Number of shares held by all directors of the Company: 7,300,460 shares.
4. The Company has set up an audit committee, so there is no application of the legal number of shares that the supervisor should hold.

Book Closure Date: April 28, 2024

Title	Name	Book Closure Date Shareholding	Current Shareholding	Remarks
Chairman	Lou Ying Investment Co., Ltd, Representative: Chung Yu-Lin	6,316,333	6.92%	
Director	Lou Ying Investment Co., Ltd, Representative: Lee, Chung-His			
Director	De Mei Investment Co., Ltd. Representative: Chiang, Shih-Yuan	984,348	1.08%	
Director	De Mei Investment Co., Ltd. Representative: Tsai, Yu-Min			
Independent Director	Ku, Mu-Chin	0	0.00%	
Independent Director	Hung, Yin	0	0.00%	
Independent Director	Hsiao, Chin-Chung	0	0.00%	
Shareholdings of All Directors		7,300,681	8.00%	