Stock Code: 1438

# San Di Properties Co., Ltd.

## 2025 Annual Meeting of Shareholders

## Meeting Handbook

**Meeting Date: June 23, 2025 (Monday), 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**

-----------------------------------------------------Disclaimer-----------------------------------------------------

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.

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8. Extraordinary Motions
9. Adjournment

# San Di Properties Co., Ltd.

## Agenda for 2025 Annual Meeting of Shareholders

Meeting Date: June 23, 2025 (Monday), 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) 2024 Business Report
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7. Other Proposals
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8. Extraordinary Motions
9. Adjournment

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

## Report Items

**Item 1: 2024 Business Report, please take note.**
**Explanation:** The 2024 Business Report is attached hereto as Attachment 1.

**Item 2: Audit Committee's Review Report on the 2024 Financial Statements, please take note.**
**Explanation:** The 2024 Audit Committee's Review Report is attached hereto as Attachment 2.

**Item 3: Report on the Profit Distribution for 2024, please take note.**
**Explanation:** The Company's 2024 net loss after tax was NT$140,925,735. Therefore, there was no Distribution of Employee Bonus and Directors Remuneration for the fiscal year 2024.

**Item 4: The Status of Endorsements and Guarantees, please take note.**
**Explanation:** As of December 31, 2024, 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$3,000,000,000 was made on.

**Item 5: Annual Related Party Transaction Report for 2024, please take note.**
**Explanation:** According to Article 17 of our company's "Corporate Governance Best Practice Principles", the Company shall, based on the principle of fairness and reasonableness, avoid irregular transactions and improper transfer of benefits. For the execution details of related party in 2024, is attached hereto as Attachment 3.

**Item 6: Report on the Issuance of the 1st Secured Convertible Bonds Issue in 2024 , please take note.**
**Explanation:** In order to repay the bank loan and pays for construction projects, the Company issued the 2024 1st Secured Convertible Bonds on December 19, 2024, totaling NT$970 million. For the status report on the issuance of corporate bonds, please refer to pages 12 of this Handbook, attached hereto as Attachment 4.

## Ratification Items

**Item 1: 2024 Business Report and Financial Statements (Proposed by the Board of Directors)**

**Explanation:** 1. The Company's Board of Directors has approved the 2024 Business Report and financial statements. The financial statements have been audited by the CPAs Kao, Yu-Lun and Chen, Yung-Hsiang. 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 Attachment5.

**Resolution:**

**Item 2: 2024 profit and loss appropriation account statement (Proposed by the Board of Directors)**

**Explanation:** 1. The Company's 2024 net loss after tax was NT$140,925,735. The distributable surplus as of December 31, 2024 was NT$ 92,309,639, 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 2024, therefore, no earning is distributable for the fiscal year 2024.

**San Di Properties Co., Ltd.**
**2024 Deficit Compensation Statement**

Unit: NT$

| Item | Amount | |
|---|---|---|
| | Sub-total | Total |
| **Unappropriated retaining earnings at the beginning of the period** | | 233,235,374 |
| Less: After-tax net loss of this year | (140,925,735) | |
| **Distributable earnings at the end of the period** | | 92,309,639 |
| **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** | | **92,309,639** |

| Chung, Yu-Lin | Chuan, Chun-Yu | Tseng, Li-Fang |
|---|---|---|
| Chairman of the Board | President | Accounting Manager |

**Resolution:**

## Discussion Items

**Item 1: Amendment to the “Articles of Incorporation” (Proposed by the Board of Directors)**

**Explanation:** 1. Pursuant to Paragraph 6 of Article 14 of the Securities and Exchange Act, a company shall specify in its Articles of Incorporation that a certain percentage of its annual earnings shall be allocated for salary adjustments or compensation distributions used to adjust salaries or distribute remuneration to grassroots employees, it is proposed to amend the Articles of Association.

2. Comparison Table of Amendments to the Articles of Incorporation is attached hereto as Attachment6.

**Resolution:**

## Election Items

**Item 1: Election of the company's one Independent Director. (Proposed by the Board of Directors)**

**Explanation:** 1. The Company re-elected seven directors (including three independent directors) at the 2024 Annual General Meeting of Shareholders.

2. The Company received the resignation letter from independent director Mr. HSIAO CHIN CHUNG on February 25, 2025, and he resigned as independent director of the Company effective from February 25, 2025. The board of directors of the company has resolved to elect an independent director at this regular shareholders' meeting. The elected independent director will take office immediately after the election at the shareholders' meeting until the end of the current term (i.e. from June 23, 2025 to June 25, 2027).

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 6, 2025, is attached hereto as Attachment7.

**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 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 Attachment8.

**Resolution:**

## Extempore Motion

## Adjournment

**Attachment 1**

## San Di Properties Co., Ltd.
## 2024 Business Report

**1. Business plan implementation results**

In the fiscal year 2024, the Company's income was NT$1,116,647,000, increase of 269.07% compared to NT$316,107,000 in 2023. The operating gross profit for fiscal year 2024 was NT$275,000, a decrease of 99.54% compared to NT$60,272,000 in 2023. The operating net loss for fiscal year 2024 was NT$28,973,000, a decrease of 216.95% compared to NT$24,774,000 in 2023. The pre-tax net (loss) income for fiscal year 2024 was (NT$141,104,000), increase of 144.28% compared to (NT$57,764,000) in 2023. The earnings per share (EPS) was (NT%1.54).

Unit: NTS in Thousands; %

| Year / Item | 2024 | 2023 | Increase (Decrease) Amount | Variation Rate(%) |
|---|---|---|---|---|
| Operating Income | 1,166,647 | 316,107 | 850,540 | 269.07 |
| Operating Gross Profit | 275 | 60,272 | (59,997) | (99.54) |
| Operating Gains (Loss) | (28,973) | 24,774 | (53,747) | (216.95) |
| Non-operating Income and Expenses | (112,131) | (82,538) | (29,593) | 35.85 |
| Net Gains (Loss) Before Tax | (141,104) | (57,764) | (83,340) | 144.28 |
| Net Gains (Loss) Current Period | (140,926) | (64,954) | (75,972) | 116.96 |

**2. The 2024 Forecast Implementation Status in 2023**

The Company's 2024 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; %

| Year / Item | | 2024 | 2023 |
|---|---|---|---|
| Financial Structure | Debt-to-Asset Ratio (%) | 76.92 | 82.91 |
| | Long-term Funds to Property, Plants and Equipments Ratio (%) | 37,473.95 | 57,393.22 |
| Profitability | Return on assets (%) | (0.17) | (0.10) |
| | Return on shareholders' equity (%) | (5.86) | (3.36) |
| | Pre-tax Net Income to Paid-up Capital Ratio (%) | (12.69) | (6.33) |
| | Net profit percentage (%) | (12.08) | (20.55) |
| | Earnings per share (NTD) | (1.54) | (0.71) |

**4. Status of Research and development**

In terms of land development, we select areas with development potential. In addition to self-construction, we actively strive for surface rights, joint development and sales, urban renewal and dangerous and elderly projects for cooperative development. In terms of project layout, we adapt to market adjustments and meet the needs of factories and commercial offices. In addition to the original collective residential buildings, we add independent factories, factory offices, corporate headquarters, commercial offices, warehouses, etc. We respond to and study relevant laws and regulations at any time to keep up with the unpredictable market trends; currently, land development areas are 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 | Chuan, Chun-Yu | Tseng, Li-Fang |
|---|---|---|
| Chairman of the Board | President | 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 2024 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 2025 General Meeting of Shareholders

San Di Properties Co., Ltd.
Convener of the Audit Committee: **Ku, Mu-Chin**
March 06, 2025

**Attachment 3**

# San Di Properties Co., Ltd,
## Annual Related Party Transactions Report For 2024

According to Article 17 of the Company's "Corporate Governance Code of Practice", financial business dealings or transactions between the Company and its affiliates and shareholders shall be conducted on a fair and reasonable basis, and written regulations shall be established for the financial business-related operations between them, and irregular transactions and improper transfer of benefits shall be avoided. In addition, relevant major transactions shall be approved by the Board of Directors and submitted to the Shareholders' Meeting for approval or report.
All related party transactions in 2024 were disclosed in the individual and consolidated financial reports, in accordance with the EN Regulations Governing the Preparation of Financial Reports by Securities Issuers. The relevant information on significant transaction matters is disclosed as follows:

1.Sale Trade：

Unit: NT$1000; %

| Name of Transaction object | Total sales amount this year | Percentage of the total sales amount in the consolidated financial statements for the year |
|---|---|---|
| Jiaxiang Development Construction Co., Ltd. | 1,164,987 | 99.86 |

2. Disposal of assets:

Unit: NT$1000; %

| Name of Transaction object | Disposal of assets item | Cumulative disposal transaction amount of assets this year | Accumulated gains and losses from disposal of assets this year |
|---|---|---|---|
| Jiaxiang Development Construction Co., Ltd. | Land surface rights (Pinshi 32 Land number) | 1,164,987 | 0 |

**Attachment 4**

# San Di Properties Co., Ltd,

## Report on the Issuance of the 1st Secured Convertible Bonds Issue in 2024

I. Pursuant to Article 246 of the Company Act, the company may, by a resolution adopted by the Board of Directors, invite subscription for corporate bonds, provided that the reasons for the said action as well as other relevant matters shall be reported to the meeting of shareholders.

II. In order to repay the bank loan and pays for construction projects, the Board of Directors of the Company resolved on July 15, 2024 to issue the 1st Secured Convertible Bonds Issue in 2024, with a total face value cap of NT$1,000 million.

III. The bonds of the Company were declared effective by the Financial Supervisory Commission, R.O.C.(FSC) on November 7, 2024, FSC Regulatory Letter No. 11303608061, and the Taipei Exchange(OTC), Incorporated Foundation, on December 13, 2024, securities cabinet bond No. 11300114682, agreed to start counter trading at the securities business premises on December 19, 2024.

IV. The issuance of corporate bonds is as follows:

Unit: NT$ dollars

| Period/Type | The 1st Secured Convertible Bonds Issue in 2024 |
|---|---|
| Date of approval | November 7, 2024 |
| Release Date | December 13, 2024 |
| Total Amount Issued | NT$970,000,000 |
| Face value | NT$100,000 |
| Issue Price | NT$117.63 (Premium issuance, auction) |
| Amounts due | NT$1,141,011,000 |
| Issue Period | 5 years, from December 19,2024 to December 19,2029 |
| Coupon rate | 0% |
| Interest payment method | The coupon rate is 0%, so it is not set the date and method of interest payment. |
| Reimbursement method | Within seven business days from the day following the maturity of this Convertible Corporate Bond, the bond shall be repaid in cash at a lump sum of 102.5251% of the bond face value (effective yield of 0.5%). |
| Entrusted Institution | Land Bank of Taiwan Co., Ltd. |
| Repayment of Principal and Interest Agency | CTBC Bank Stock Agency Department |
| Capital Utilization Plan Implementation | As of the date of publication of this manual, the progress has been carried out according to the original planned fund utilization plan and reported to the competent authority on time, with no abnormalities. |

V. Conversion of corporate bonds:

(I)The conversion period of our company's bonds starts from March 20,2025 and ends on the maturity date.

(II)As of the last transfer day of the shareholders' meeting on April 24, 2025, the cumulative number of shares converted is: 0.

VI. Balance of corporate bonds:

| Last closing date | April 24, 2025 |
|---|---|
| Number of bonds issued by the Company | 9,700 units |
| Accumulated number of conversions accepted | 0 units |
| Accumulated number of exercise of repurchase option by the Company | 0 units |
| Accumulated number of bondholders exercising right of sale | 0 units |
| Balance | 9,700 units |

## Attachment 5

### 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, 2024 and 2023, 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, 2024 and 2023, and its financial performance and its cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers 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(e) 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 Kao, Yu-Lun and Chen, Yung-Hsiang.

KPMG

Taipei, Taiwan (Republic of China)
March 6, 2025

**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.

(English Translation of Financial Statements Originally Issued in Chinese)

**SANDI PROPERTIES CO., LTD.**

**Balance Sheets**

**December 31, 2024 and 2023**

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

| | | December 31, 2024 | | December 31, 2023 | |
|---|---|---|---|---|---|
| | **Assets** | **Amount** | **%** | **Amount** | **%** |
| | **Current assets:** | | | | |
| 1100 | Cash and cash equivalents (note 6(a)) | $ 1,653,916 | 12 | 55,386 | 1 |
| 1170 | Accounts receivable, net (notes 6(c)) | 700 | - | - | - |
| 1200 | Other receivables, net (note 6(d)) | 70,198 | - | 94,380 | 1 |
| 1210 | Other receivables from related parties, net (notes 6(d), and 7) | 73,777 | 1 | 69,431 | 1 |
| 1220 | Current tax assets | 302 | - | - | - |
| 130X | Inventories(notes 6(e), 7 and 8) | 5,595,180 | 44 | 5,557,104 | 51 |
| 1476 | Other current financial assets (note 6(f) and 8) | 344,600 | 3 | 664,035 | 6 |
| 1479 | Other current assets (note 6(h) and (k)) | 471,114 | 4 | 381,390 | 3 |
| | | 8,209,787 | 64 | 6,821,726 | 63 |
| | **Non-current assets:** | | | | |
| 1550 | Investments accounted for using equity method (note 6(g)) | 325,039 | 2 | - | - |
| 1600 | Property, plant and equipment (notes 6(i)) | 2,768 | - | 318 | - |
| 1755 | Right-of-use asset(notes 6(j)) | 18,756 | - | 10,716 | - |
| 1920 | Refundable deposits(notes 7) | 4,043,383 | 32 | 4,035,630 | 37 |
| 1980 | Other non-current financial assets (notes 6(f) and 8) | 194,030 | 2 | - | - |
| | | 4,583,976 | 36 | 4,046,664 | 37 |
| | **Total assets** | $ 12,793,763 | 100 | 10,868,390 | 100 |

| | | December 31, 2024 | | December 31, 2023 | |
|---|---|---|---|---|---|
| | **Liabilities and Equity** | **Amount** | **%** | **Amount** | **%** |
| | **Current liabilities:** | | | | |
| 2100 | Short-term borrowings (notes 6(l) and 8) | $ 2,362,051 | 18 | 2,320,046 | 21 |
| 2130 | Current contract liabilities (notes 6(u), 7 and 9) | 1,385,011 | 11 | 867,492 | 8 |
| 2150 | Notes payable | 87,844 | 1 | 80,105 | 1 |
| 2170 | Accounts payable | 151,725 | 1 | 123,479 | 1 |
| 2200 | Other payables | 128,958 | 1 | 159,117 | 2 |
| 2220 | Other payables to related parties (note 7) | 600,500 | 5 | - | - |
| 2230 | Current tax liabilities | - | - | 7,566 | - |
| 2280 | Current lease liabilities (notes 6(o)) | 9,625 | - | 806,206 | 7 |
| 2300 | Other current liabilities | 2,155 | - | 171,611 | 2 |
| | | 4,727,869 | 37 | 4,535,622 | 42 |
| | **Non-Current liabilities:** | | | | |
| 2500 | Non-current financial liabilities at fair value through profit or loss (note 6(b) and (n)) | 2,037 | - | - | - |
| 2530 | Bonds payable (notes 6(n) and 8) | 891,884 | 7 | - | - |
| 2540 | Long-term borrowings (notes 6(m) and 7) | 4,000,000 | 32 | 4,000,000 | 37 |
| 2570 | Deferred tax liabilities (note 6(q)) | 57,886 | - | 58,064 | - |
| 2580 | Non-current lease liabilities (note 6(o)) | 161,330 | 1 | 416,930 | 4 |
| | | 5,113,137 | 40 | 4,474,994 | 41 |
| | **Total liabilities** | 9,841,006 | 77 | 9,010,616 | 83 |
| | **Equity attributable to owners of parent(note 6(n)(r)(s)):** | | | | |
| 3100 | Ordinary shares | 1,112,058 | 9 | 912,058 | 9 |
| 3200 | Capital surplus | 1,710,226 | 13 | 674,317 | 6 |
| 3300 | Retained earnings: | | | | |
| 3310 | Legal reserve | 38,163 | - | 38,163 | - |
| 3350 | Unappropriated retained earnings | 92,310 | 1 | 233,236 | 2 |
| | | 130,473 | 1 | 271,399 | 2 |
| | **Total equity** | 2,952,757 | 23 | 1,857,774 | 17 |
| | **Total liabilities and equity** | $ 12,793,763 | 100 | 10,868,390 | 100 |

See accompanying notes to financial statements.

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

# SANDI PROPERTIES CO., LTD.

## Statements of Comprehensive Income

## For the years ended December 31, 2024 and 2023

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

| | | 2024 | | 2023 | |
|---|---|---|---|---|---|
| | | Amount | % | Amount | % |
| 4000 | **Operating revenue (notes 6(u) and 7)** | $ 1,166,647 | 100 | 316,107 | 100 |
| 5000 | **Operating costs (notes 6(e))** | 1,166,372 | 100 | 255,835 | 81 |
| 5900 | **Gross profit from operations** | 275 | - | 60,272 | 19 |
| 6000 | **Operating expenses(notes 6(h),(o),(p),(s), 7 and 12):** | | | | |
| 6100 | Selling expenses | - | - | 12,593 | 4 |
| 6200 | Administrative expenses | 29,248 | 2 | 22,905 | 7 |
| | **Total operating expenses** | 29,248 | 2 | 35,498 | 11 |
| 6900 | **Net operating income** | (28,973) | (2) | 24,774 | 8 |
| 7000 | **Non-operating income and expenses(notes 6 (b),(g),(h),(o) and (w)):** | | | | |
| 7100 | Interest income | 3,277 | - | 4,746 | 2 |
| 7020 | Other gains and losses, net | 35,688 | 3 | 5,803 | 2 |
| 7050 | Finance costs | (151,135) | (13) | (93,087) | (30) |
| 7375 | Share of profit of associates and joint ventures accounted for using equity method | 39 | - | - | - |
| | **Total non-operating income and expenses** | (112,131) | (10) | (82,538) | (26) |
| 7900 | **Profit before income tax** | (141,104) | (12) | (57,764) | (18) |
| 7950 | **Less: Income tax expenses (note 6(q))** | (178) | - | 7,190 | 3 |
| | **Profit** | (140,926) | (12) | (64,954) | (21) |
| 8300 | **Other comprehensive income** | - | - | - | - |
| 8500 | **Total comprehensive income** | **$ (140,926)** | **(12)** | **(64,954)** | **(21)** |
| | **Earnings per share (note 6(t))** | | | | |
| 9750 | **Basic earnings per share (NT dollars)** | **$ (1.54)** | | **(0.71)** | |
| 9850 | **Diluted earnings per share (NT dollars)** | **$ (1.54)** | | **(0.71)** | |

See accompanying notes to 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, 2024 and 2023

## (Expressed in Thousands of New Taiwan Dollars)

| | Ordinary shares | Capital surplus | Retained earnings: Legal reserve | Retained earnings: Unappropriated retained earnings | Retained earnings: Total | Total equity |
|---|---|---|---|---|---|---|
| **Balance at January 1, 2023** | $ 912,058 | 674,317 | 3,009 | 424,550 | 427,559 | 2,013,934 |
| 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 | **912,058** | **674,317** | **38,163** | **233,236** | **271,399** | **1,857,774** |
| Loss for the year ended December 31, 2024 | - | - | - | (140,926) | (140,926) | (140,926) |
| Other comprehensive income for the year ended December 31, 2024 | - | - | - | - | - | - |
| Total comprehensive income for the year ended December 31, 2024 | - | - | - | (140,926) | (140,926) | (140,926) |
| Capital increase by cash | 200,000 | 800,000 | - | - | - | 1,000,000 |
| Share-based payment transactions | - | 681 | - | - | - | 681 |
| Conversion of convertible bonds | - | 235,228 | - | - | - | 235,228 |
| **Balance at December 31, 2024** | **$ 1,112,058** | **1,710,226** | **38,163** | **92,310** | **130,473** | **2,952,757** |

See accompanying notes to 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, 2024 and 2023

## (Expressed in Thousands of New Taiwan Dollars)

| | 2024 | 2023 |
|---|---|---|
| **Cash flows from (used in) operating activities:** | | |
| **Profit before loss tax** | $ (141,104) | (57,764) |
| **Adjustments:** | | |
| **Adjustments to reconcile profit (loss):** | | |
| Depreciation expense | 5,484 | 3,491 |
| Interest revenue | (3,277) | (4,746) |
| Net loss on financial assets or liabilities at fair value through profit or loss | 1,067 | - |
| Interest expense | 151,135 | 93,087 |
| Share-based payments transactions | 681 | - |
| Share of profit of associates and joint ventures accounted for using equity method | (39) | - |
| Gain on disposal of property, plan and equipment | - | (1,064) |
| **Total adjustments to reconcile profit** | 155,051 | 90,768 |
| **Changes in operating assets and liabilities:** | | |
| (Increase) decrease in accounts receivable | (700) | 12,080 |
| Decrease (increase) in other receivable | 24,137 | (63,901) |
| Increase in other receivable from related parties | (4,346) | (40,674) |
| Increase in inventories | (259,859) | (1,272,604) |
| Decrease (increase) in other current financial assets | 305,834 | (222,301) |
| Increase in other current assets | (89,724) | (214,503) |
| Increase in contract liabilities | 517,519 | 368,514 |
| Increase in notes payable | 7,739 | 77,954 |
| Increase in accounts payable | 28,246 | 96,402 |
| (Decrease) increase in other payable | (30,473) | 104,434 |
| Increase in other payable to related parties | 62,892 | - |
| Increase in other current liabilities | 1,890 | 159,100 |
| **Total adjustments** | 718,206 | (904,731) |
| Cash (outflow) inflow generated from operations | 577,102 | (962,495) |
| Interest received | 3,322 | 4,686 |
| Interest paid | (199,071) | (152,576) |
| Income taxes paid | (7,868) | (2,353) |
| **Net cash flows (used in) from operating activities** | 373,485 | (1,112,738) |

(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, 2024 and 2023

## (Expressed in Thousands of New Taiwan Dollars)

| | 2024 | 2023 |
|---|---|---|
| **Cash flows from (used in) investing activities:** | | |
| Acquisition of investments accounted for using equity method | (325,000) | - |
| Acquisition of property, plant and equipment | (3,500) | (307) |
| Proceeds from disposal of property, plant and equipment | - | 18,503 |
| Increase in refundable deposits | (7,753) | (19,685) |
| Decrease (increase) in other current financial assets | 13,601 | (4,269) |
| Increase in other non-current financial assets | (194,030) | - |
| Decrease in other non-current liabilities | (171,346) | - |
| **Net cash flows used in investing activities** | (688,028) | (5,758) |
| **Cash flows from (used in) financing activities:** | | |
| Capital increase by cash | 1,000,000 | - |
| Proceeds from issuance of convertible bonds | 1,127,554 | - |
| Increase in short-term borrowings | 42,005 | 861,751 |
| Increase in other payables to related parties | 537,608 | - |
| Payment of lease liabilities | (794,094) | (4,722) |
| Cash dividends paid | - | (91,206) |
| **Net cash flows from financing activities** | 1,913,073 | 765,823 |
| **Net increase (decrease) in cash and cash equivalents** | 1,598,530 | (352,673) |
| **Cash and cash equivalents at beginning of period** | 55,386 | 408,059 |
| **Cash and cash equivalents at end of period** | $ **1,653,916** | **55,386** |

See accompanying notes to financial statements.

**Attachment 6**

# San Di Properties Co., Ltd,

## Comparison Table of Amendments to the Articles of Incorporation

| Amended | Original | Reason for Amendment |
|---|---|---|
| **Article 32**<br>If the Company makes a profit in the current year, it shall allocate no less than 1% of the employee remuneration, <u>and no less than 10% of the employee remuneration shall be allocated as remuneration for grassroots employees. The employee remuneration</u> shall be distributed in the form of stocks or cash by the resolution of the Board of Directors, and the recipients shall include employees of subordinate companies who meet certain conditions. The Company may allocate not more than 3% of the directors' remuneration based on the above profit amount by resolution of the Board of Directors. Employee remuneration and directors' remuneration distribution proposals should be submitted to the shareholders' meeting.<br><br>However, if the company still has accumulated losses, it should reserve the amount to make up for it in advance and then allocate employee remuneration and director remuneration in accordance with the proportions in the preceding paragraph.<br>(The following is omitted) | **Article 32**<br>If the Company makes a profit in the current year, it shall allocate not less than 1% of the employee remuneration, which shall be distributed in the form of stock or cash by resolution of the Board of Directors, and the recipients shall include employees of subordinate companies who meet certain conditions. The Company may allocate not more than 3% of the directors' remuneration based on the above profit amount by resolution of the Board of Directors. Employee remuneration and directors' remuneration distribution proposals should be submitted to the shareholders' meeting.<br><br>However, if the company still has accumulated losses, it should reserve the amount to make up for it in advance and then allocate employee remuneration and director remuneration in accordance with the proportions in the preceding paragraph.<br>(The following is omitted) | Cooperate with legislative amendments. |
| **Article 35**<br>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;<br>(Omitted)<br>the forty-eighth on June 26, 2024.<br><u>the forty-ninth on June 23, 2025.</u> | **Article 35**<br>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;<br>(Omitted)<br>the forty-eighth on June 26, 2024. | Add the date and number of amendments |

**Attachment 7**

# San Di Properties Co., Ltd,

## List of Candidates of Independent Directors

**(Proposed by the Board of Directors)**

| No. | Title | Name | Sex | Major Academic Background/<br>Work Experience/ Current Position | Shareholding |
|---|---|---|---|---|---|
| 01 | Independent Director | Hsieh, Cheng-Han | Male | **Academic Background:**<br>Murray State University, Master of Science<br>**Work Experiences:**<br>Homeplus Digital Co., Ltd. Taipei/Kaohsiung Regional/ General Manager<br>Taiwan Star Telecom Co., Ltd./<br>Director of Engineering Dept.<br>Kbro Co., Ltd./<br>Manager of Network Dept.<br>Taiwan Mobile Co., Ltd./<br>Supervisor of Engineering Dept.<br>**Current Position:**<br>VeeTIME Corp./ Chief Operating Officer<br>Shang Tai Property Management Co., Ltd./ Supervisor of Board Committee<br>Shang Tai Security Co., Ltd./ Supervisor of Board Committee | 0 share |

**Attachment 8**

# San Di Properties Co., Ltd,

## List of Proposed Release of Non-competition Restriction on Directors

| Corporate Director (Company Name)<br>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.<br>Representative: Chung, Yu-Lin | **Representative Chairman:**<br>Jiaxiang Development Construction Co., Ltd.<br>MiaoLi Transportation Co., Ltd.<br>Kuai Kuai Biotech Co., Ltd<br>Hongfeng Investment Co., Ltd.<br>**Chairman:**<br>SAN LIN DEVELOPMENT CONSTRUCTION CO., LTD.<br>**Representative Director:**<br>Pingshi Senhuo Co., Ltd.<br>Taiwan Green Environment Technology INC.<br>**Supervisor:**<br>Detuo Industrial Co., Ltd.<br>Jialeshui Hotel Co., Ltd. |
| Lou Ying Investment Co., Ltd.<br>Representative: Lee, Chung-His | **Representative Director:**<br>Wo Yang Energy Co., Ltd.<br>Pingshi Senhuo Co., Ltd.<br>Hong Tu Energy Co., Ltd.<br>Tesin Energy Co., Ltd.<br>MiaoLi Transportation Co., Ltd.<br>**Vice Chairman:**<br>Santi Renewable Energy Co., Ltd.<br>**Independent Director:**<br>National Petroleum Co., Ltd. |
| Independent Director<br>Hsieh, Cheng-Han | VeeTIME Corp./ Chief Operating Officer<br>Shang Tai Property Management Co., Ltd./ Supervisor of Board Committee |

## Appendix 1

# 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) I103060Management consulting
(35) I199990Other management consulting
(36) I102010Investment consulting
(37) IZ04010Translation 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$3,500,000,000, divided into 350,000,000 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 7 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;
the forty-seventh on June 21, 2022;
the forty-eighth on June 26, 2024.

San Di Properties Co., Ltd.
Chairman: Chung, Yu-Ling

## Appendix 2

# 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.

Article6-1 (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 3

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

**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.

This procedure were enacted on June 28, 2002.

The first amended was on May 8, 2006.

The second amended was on July 22, 2021.

**Appendix 4**

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

1.The total quantity of issued shares of the Company as of April 25, 2025: 111,205,759 shares.
2.The minimum quantity of shares that all directors of the Company should hold: 8,000,000 shares.
3.Number of shares held by all directors of the Company: 8,404,037 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 25, 2025

| Title | Name | Book Closure Date Shareholding | Current Shareholding | Remarks |
|---|---|---|---|---|
| Chairman | Lou Ying Investment Co., Ltd, Representative: Chung Yu-Lin | 7,419,689 | 6.67% | |
| Director | Lou Ying Investment Co., Ltd, Representative: Lee, Chung-His | | | |
| Director | De Mei Investment Co., Ltd. Representative: Chiang, Shih-Yuan | 984,348 | 0.89% | |
| Director | De Mei Investment Co., Ltd. Representative: Chuan, Chun-Yu | | | |
| Independent Director | Ku, Mu-Chin | 0 | 0.00% | |
| Independent Director | Hung, Yin | 0 | 0.00% | |
| Shareholdings of All Directors | | 8,404,037 | 7.56% | |