

Stock Code: 2506

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Pacific Construction Co., Ltd.

2025 Annual Shareholders' Meeting **Meeting Handbook**

Time: 9:00 a.m., June 10, 2025

Place: No. 1, Section 5, Xinyi Rd., Taipei City, Taiwan (R.O.C.)

(Meeting Room 102, Taipei International Convention Center)

Convening Method: Physical Shareholders' Meeting

DISCLAIMER

This is a translation of the Handbook for the 2025 Annual Shareholders' Meeting (THE "Handbook") of **PACIFIC CONSTRUCTION CO., LTD.** (The "Company"). This translation is intended for reference only and nothing else, the Company hereby disclaims and all liabilities whatsoever for the translation. The Chinese text of the agenda shall govern any and all matters related to the interpretation of the subject matter stated herein.

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Pacific Construction Co., Ltd.

Procedure for the 2025 Annual Shareholders' Meeting

- I. Call the Meeting to Order
- II. Chairman's Remarks
- III. Report Items
- IV. Ratification Items
- V. Discussion Items
- VI. Election Items
- VII. Other Proposal
- VIII. Extemporaneous Motions
- IX. Meeting Adjournment

Pacific Construction Co., Ltd.

Agenda for the 2025 Annual Shareholders' Meeting

Time: 9:00 a.m., June 10, 2025

Place: No. 1, Section 5, Xinyi Rd., Taipei City, Taiwan (R.O.C.)

(Meeting Room 102, Taipei International Convention Center)

Convening Method: Physical Shareholders' Meeting

I. Call the Meeting to Order

(Report the total number of shares represented by present shareholders and shareholders' proxies.)

II. Chairman's Remarks

III. Report Items

Item 1 2024 Business Report

Item 2 2024 Audit Committee's Audit Report

Item 3 2024 Employees' bonus and Directors' Compensation Report

Item 4 2024 Surplus Distribution of Cash Dividends Status Report

Item 5 2024 The Remuneration Received by Directors Report

Item 6 Other matters

IV. Ratification Items

Proposal I To approve 2024 business report and financial statements

Proposal II To approve the proposal for distribution of 2024 surplus

V. Discussion Items

Amendments to some articles of the "Articles of Incorporation"

VI. Election Items

Election of the 20th Board of Directors of the Company

VII. Other Proposal

The restriction of lifting directors' prohibition of competition

VIII. Extemporaneous Motions

IX. Meeting Adjournment

Report Items

I. 2024 Business Report

For the 2024 Business Report, please refer to page 12 of the Handbook (**Attachment I**).

II. 2024 Audit Committees' Audit Report

For the Audit Committees' Audit Report, please refer to page 12 of the Handbook (**Attachment II**).

III. 2024 Employees' bonus and Directors' Compensation Report

In accordance with the Company's Articles of Incorporation, if the Company records a profit for the year, 1% to 2% shall be allocated as employee compensation and no more than 2% as director remuneration. Based on the Company's profit before the allocation of employee and director compensation for the year 2024 which amounts to NT\$911,644,008, it is proposed to allocate NT\$14,106,000 each for employee and director compensation, with a total of NT\$28,212,000, to be distributed in cash.

IV. 2024 Surplus Distribution of Cash Dividends Status Report

In accordance with the Articles of Incorporation of the Company, authorizing the Board of Directors to distribute the earnings in cash if there is a surplus in the final accounts at the end of each half year. The Company's 2024 Earnings Distribution Proposal was approved by the the Board of Directors of the company, the distribution status and the date of payment are as follows:

2024	Approved Date	Issue Date	Cash Dividend Per Share (NTD)	Cash Dividend Total (NTD)
First half of the fiscal year	August 06, 2024	Not applicable	No distribution	0
Second half of the fiscal year	March 11, 2025	July 10, 2025	0.4	154,800,000
Total			0.4	154,800,000

V. 2024 The Remuneration Received by Directors Report

1. Remuneration policy

The remuneration of directors is in accordance with the spirit of corporate governance, and directors shall be paid corresponding remuneration in accordance with the supervisory and management responsibilities entrusted by the shareholders' meeting.

2. Standard and combination of remuneration

(1) Remuneration for Directors

According to Article 26 of the Articles of Incorporation of the company, if the Company makes a profit in a fiscal year, the Board of Directors shall decide to allocate no more than 2% of the pre-tax profit after deducting employees' compensation and directors' compensation to remuneration of directors, which

should be reported to the shareholders' meeting. However, if the Company still has accumulated losses, the necessary amount for compensation should be reserved in advance and then the above-mentioned proportion of directors' remuneration should be allocated.

(2) Business execution costs

According to Article 21 of the Articles of Incorporation of the Company, the Company's Directors' attendance fee and remuneration shall be determined by the board of directors with reference to the industry standard, and shall take into account the recommendations of the compensation committee.

3. The correlation of remuneration and business performance

- (1) The Company has established the “Board of Directors and Board Members Performance Evaluation Measures.” In accordance with Article 3 of the Measures, performance is evaluated based on the following six key aspects: (1) Understanding of the Company’s goals and missions (2) Awareness of Directors' Responsibilities (3) Level of participation in the Company’s operations (4) Internal relationship management and communication (5) Directors’ professional competencies and continuing education (6) Internal Control. The compensation amount distributed this time is based on the results of the self-evaluation conducted by board members for the year 2024, and has been approved by the Remuneration Committee and the Board of Directors.
- (2) The self-evaluation results for the Board of Directors, its members, and functional committees for the fiscal year 2024 were all rated as excellent. The attendance rate of board members at board meetings (including attendance by proxy) reached 100%, demonstrating their active participation in the Company's management affairs.
- (3) Since the fiscal year 2009, the Company has maintained directors' liability insurance. Based on the assessment of current litigation cases, the likelihood of directors being held accountable for responsibilities, obligations, or liabilities in the future is considered low.

4. The details of Individual remuneration of directors in 2024, please refer to page 13~14 of the Handbook (Attachment III)

VI. Other Matters

Report on Shareholders’ proposal:

Shareholder Mr. Yang Hsin-Hui submitted a proposal; however, after review by the Board of Directors, the proposal was deemed not in compliance with Article 172-1, Paragraph 4 of the Company Act. Therefore, it was not included in the agenda of the Annual General Shareholders' Meeting.

Ratification Items

Proposal 1

Subject: To approve 2024 business report and financial statements.

Proposed by the Board of Directors

Explanation:

1. The Company's 2024 financial statements have been certified by the CPA Chih, Shih-Chin and Pan, Jun-Ming of KPMG, along with the business report has been reviewed and examined by the Audit Committee and the Audit Committee has issued a Review Report accordingly. Please ratify Business Report and Financial Statements.
2. The Business Report, Financial Statements (including Consolidated Financial Statements), and the CPA Audit Reports (including Consolidated Reports) are provided on pages 10 to 11 and pages 15 to 36 of the Handbook (**Attachments I & IV.**).

Resolution:

Proposal 2

Subject: To approve the proposal for distribution of 2024 surplus.

Proposed by the Board of Directors

Explanation:

1. The Company's profit distribution proposal for 2024 has been approved by the Board of Directors and verified by the Audit Committee.
2. The 2024 Profit Distribution Table is attached hereto as **Attachments V** (page 37).

Resolution:

Discussion Items

Subject: Amendments to some articles of the “Articles of Incorporation”

Proposed by the Board of Directors

Explanation:

1. In accordance with the “Directions for Compliance with the Establishment of Board of Directors by TWSE Listed Companies and the Board's Exercise of Powers” and the “Securities and Exchange Act,” the Company proposes to amend Articles 15, 26, and 30 of the Articles of Incorporation to reflect the revised minimum number of independent directors, limitations on consecutive terms, and the requirement to allocate a certain percentage of annual earnings as compensation to grassroots employees.
2. Please refer to to the Handbook page 38~39 (**Attachment VI**) for the comparison table of the amended the amended Articles of Incorporation.

Resolution:

Election Items

Subject: Election of the 20th Board of Directors of the Company.

Proposed by the Board of Directors

Explanation:

1. The 19th term of Directors will expire and shall be re-elected at the Annual Shareholders' Meeting according to law.
2. According to Article 15 of the Company's Articles of Incorporation, the Company shall have 7 to 11 directors, among whom the number of independent directors shall not be less than 3. Pursuant to a resolution of the Board of Directors, the newly elected 20th term of the Board consists of 9 directors (including 3 independent directors), with a term of three years from June 10, 2025 to June 9, 2028.
3. The current election of directors adopts the candidate nomination system, whereby the Shareholders' Meeting elects directors (including independent directors) from the list of nominated candidates. For the list of nominated candidates and related information, please refer to pages 40 to 41 of this Handbook (Attachment VII).
4. For the Company's "Articles of Rules for Election of Directors" please refer to pages 58 to 59 of this handbook (Appendix III).
5. Please vote.

Chairman Announces the Result of Election:

Other Proposals

Subject: The restriction of lifting directors' prohibition of competition.

Proposed by the Board of Directors

Explanation:

1. Pursuant to Article 209 of the Company Act, a director who engages in activities within the scope of the company's business for themselves or on behalf of others must explain the key aspects of such conduct to the Shareholders' Meeting and obtain its approval.
2. If the newly elected directors or their representatives concurrently hold positions in other companies and such roles may result in competitive conduct, it is proposed that the shareholders' meeting grant approval in accordance with the Company Act to release them from restrictions on competition.
3. It is therefore proposed that the Shareholders' Meeting approve the release of the newly elected directors of this term from non-competition restrictions. Details of concurrent positions held are provided on page 42 of this Handbook (Appendix VIII).

Resolution:

Extemporaneous Motions

Meeting Adjournment

Attachment I

Annual Business Report of 2024

I. Business Plan and Operational Results

In fiscal year 2024, the Company sold a total of four plots of land in Taipei City and New Taipei City, along with 31 remaining housing units and 15 parking spaces. The Company's individual revenue for the year 2024 amounted to NT\$934,563 thousand, representing a decrease of NT\$50,009 thousand compared to NT\$984,572 thousand in 2023. Consolidated revenue for 2024 was NT\$1,441,466 thousand, down NT\$44,875 thousand from NT\$1,486,341 thousand in 2023.

The Company's pre-tax net income for fiscal year 2024 was NT\$883,432 thousand, representing an increase of NT\$757,824 thousand compared to NT\$125,608 thousand in 2023. Consolidated pre-tax net income for 2024 was NT\$1,019,736 thousand, up NT\$805,919 thousand from NT\$213,817 thousand in 2023.

The decrease in revenue was primarily due to the absence of completed construction projects during the year. However, pre-tax net income increased compared to the same period last year, mainly attributable to the recognition of income from the handover of units in the "*Sunshine Four Seasons*" project, land sales, and investment income from equity-method investee subsidiaries.

II. Budget Execution

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

III. The consolidated financial revenue and expenditure of the Company and its subsidiaries over the past two fiscal years are summarized as follows

Unit: NT\$ Thousand

Item	Year 2024	Year 2023
Operating Net Profit (Loss)	(121,122)	113,887
Non-operating Income and Expenses	1,140,858	99,930
Pre-tax Net Profit	1,019,736	213,817
Net Profit for the Period	860,637	121,265
Total Comprehensive Income (Loss) for the Period	1,002,284	(200,068)

V. Review and Outlook

In Q3 of 2024, the Central Bank launched the seventh wave of selective credit control measures. These included reducing the mortgage loan-to-value ratio for unsold housing

units held by legal entities to 30%, and tightening sub-loan conditions for individual units (excluding first-time buyer programs). As a result, 2024 saw a sharp decline in new project launches, while customer handovers were delayed due to inadequate loan approvals—plunging the housing market into a freeze. Although the Central Bank did not introduce further credit restrictions or rate hikes in Q4, the real estate sector had already been severely impacted.

In response to the Government's real estate control policies in recent years, the Company remained cautious in launching new projects. In addition, the continued rise in material costs and labor shortages significantly pushed up construction expenses and prolonged project timelines. Consequently, no development projects were completed in 2024. However, the management team, having anticipated these market changes, has actively sought viable revenue-generating opportunities. In June 2024, the Company invested in a parking lot operation through a subsidiary and continued integrating its landholding in Feicui Bay, aiming to develop it into a five-star hotel and wellness residential complex. This strategic pivot is intended to capture new business opportunities amid the current market downturn. The primary profit contributor in 2024 was the subsidiary Grand Pacific Holdings Ltd. which successfully retrieved shareholder advances and interest from its investee Beijing Tai-Yun Building Co., Ltd. through litigation. Nevertheless, due to China's strict foreign exchange controls, the awarded funds cannot yet be remitted overseas. As such, the Company is unable to reflect these gains in dividend distributions. Additionally, the recognition of bad debt recovery led to increased CFC and undistributed earnings tax burdens. The Company continues to assess feasible options for fund deployment.

According to the Taiwan Institute of Economic Research, the nation's economic growth in 2025 is expected to be supported by domestic investment and consumption, with external demand also regaining momentum. The forecasted GDP growth rate is 3.42%. However, the housing market faces several critical challenges ahead:

1. High U.S. tariffs driving up procurement costs.
2. Implementation of carbon fees further raising expenses.
3. Inflationary pressures may lead to interest rate hikes, increasing borrowing costs.
4. Continued cross-strait tensions dampening investment appetite.
5. TSMC's expanded U.S. investments potentially reducing domestic capital expenditure.

The year 2025 will be a year of significant tests. In addition to pushing forward with existing development plans, the Company will continue to adjust its business model. Apart from the parking lot business progressing in line with the budget, the new Starbucks outlet in Green Bay, Wanli, officially opened on February 28, 2025, providing the Company with steady rental income. Following the 2025 operational plan and budget targets, the Company remains committed to sustainable development and enhancing shareholder value.

Chairman: Liu I-Yee



President: Chen, Chin-Hui



Chief Accountant: Yang, Fang-Yi



Attachment II

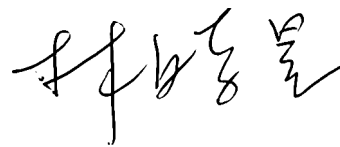
Annual Audit Committee's Review Report of 2024

To the 2025 Annual Shareholders' Meeting of Pacific Construction Co., Ltd.

The board of directors hereby authorizes the company's annual business report, balance sheet, comprehensive income statement, statement of changes in equity, cash flow statement, and earnings distribution statement, including the balance sheet, comprehensive income statement, statement of changes in equity and Cash flow statement (including consolidated financial statements) of the Company for the year 2024. The CPAs Chih, Shih-Chin and Pan, Jun-Ming, members of the Kpmg, were entrusted by the board of directors to submit an audit report after the audit was completed. The above business report, financial statements (including consolidated financial statements) and the profit distribution proposal have been verified by the Audit Committee to be without any discrepancies. According to Article 14-4 of the Securities and Exchange Act and Article 219 of Company Law, we hereby submit this report as above. Please review and approve the same.

Pacific Construction Co., Ltd.

Audit Committee Convener:



March 11, 2025

Attachment III

The Details of Individual Remuneration of Directors in 2024

Job Title	Name	Remuneration of Director								The sum of A, B, C and D in proportion to Earnings		Remuneration in the capacity as employee								The sum of A, B, C, D, E, F and G to Earnings		Whether remuneration from any reinvestees other than subsidiaries is received	
		Remuneration (A)		Pension (B)		Remuneration for Directors and Supervisors (C)		Professional practice (D)				Salaries, bonus and special subsidies (E)		Pension (F)		Employee bonus from earnings (G)							
		the Company	Companies included in the financial statement	the Company	Companies included in the financial statement	the Company	Companies included in the financial statement	the Company	Companies included in the financial statement	the Company	Companies included in the financial statement	the Company	Companies included in the financial statement	the Company	Companies included in the financial statement	the Company	Companies included in the financial statement	Amount of Cash Dividends	Amount of Stock Dividends	Amount of Cash Dividends included in the financial statement	Amount of Stock Dividends included in the financial statement		the Company
Chairman	Liu I-Yee (Note 1)	3,542,644	3,542,644	0	0	1,567,336	1,567,336	25,000	40,000	0.72%	0.72%	0	0	0	0	0	0	0	0	0	0.72%	0.72%	N/A
Director	Living Spring International Development Co., Ltd.	0	0	0	0	1,567,333	1,567,333	0	0	0.21%	0.21%	0	0	0	0	0	0	0	0	0	0.21%	0.21%	N/A
	Representative / Lei Chien (Note 1)	1,451,200	3,280,200	0	0	0	0	25,000	40,000	0.20%	0.45%	0	0	0	0	0	0	0	0	0	0.20%	0.45%	N/A
Director	Allianz Investment Co., Ltd.	0	0	0	0	1,567,333	1,567,333	0	0	0.21%	0.21%	0	0	0	0	0	0	0	0	0	0.21%	0.21%	N/A
	Representative / Chang Chi-Ming (Note 1)	0	1,159,000	0	0	0	0	25,000	25,000	0.00%	0.16%	0	0	0	0	0	0	0	0	0	0.00%	0.16%	N/A
Director	Living Spring International Development Co., Ltd.	0	0	0	0	1,567,333	1,567,333	0	0	0.21%	0.21%	0	0	0	0	0	0	0	0	0	0.21%	0.21%	N/A
	Representative / Yu Sheng-Yi (Note 1)	0	0	0	0	0	0	25,000	25,000	0.00%	0.00%	0	0	0	0	0	0	0	0	0	0.00%	0.00%	N/A
Director	Fukunaga Investment Co., Ltd.	0	0	0	0	1,567,333	1,567,333	0	0	0.21%	0.21%	0	0	0	0	0	0	0	0	0	0.21%	0.21%	N/A
	Representative / Lai Yueh-Hsin (Note 1)	0	0	0	0	0	0	25,000	25,000	0.00%	0.00%	0	0	0	0	0	0	0	0	0	0.00%	0.00%	N/A
Director	Living Spring International Development Co., Ltd.	0	0	0	0	1,567,333	1,567,333	0	0	0.21%	0.21%	0	0	0	0	0	0	0	0	0	0.21%	0.21%	N/A
	Representative / Liu Ming-Hyung (Note1) (Note2)	0	0	0	0	0	254,354	25,000	40,000	0.00%	0.04%	0	0	0	0	0	0	0	0	0	0.00%	0.04%	N/A

(Continued)

Job Title	Name	Remuneration of Director								The sum of A, B, C and D in proportion to Earnings		Remuneration in the capacity as employee								The sum of A, B, C, D, E, F and G to Earnings		Whether remuneration from any reinvestees other than subsidiaries is received
		Remuneration (A)		Pension (B)		Remuneration for Directors and Supervisors (C)		Professional practice (D)				Salaries, bonus and special subsidies (E)		Pension (F)		Employee bonus from earnings (G)						
		the Company	Companies included in the financial statement	the Company	Companies included in the financial statement	the Company	Companies included in the financial statement	the Company	Companies included in the financial statement	the Company	Companies included in the financial statement	the Company	Companies included in the financial statement	the Company	Companies included in the financial statement	Amount of Cash Dividends	Amount of Stock Dividends	Amount of Cash Dividends	Amount of Stock Dividends	the Company	Companies included in the financial statement	
Independent Director	Lin Hao-Li (Note 1)	600,000	600,000	0	0	1,567,333	1,567,333	60,000	60,000	0.30%	0.30%	0	0	0	0	0	0	0	0	0.30%	0.30%	N/A
Independent Director	Wu Chin-Jung (Note 1)	600,000	600,000	0	0	1,567,333	1,567,333	60,000	60,000	0.30%	0.30%	0	0	0	0	0	0	0	0	0.30%	0.30%	N/A
Independent Director	Chen Kin-Lung (Note1) (Note 3)	0	0	0	0	1,567,333	1,567,333	60,000	60,000	0.22%	0.22%	0	0	0	0	0	0	0	0	0.22%	0.22%	N/A
1. Please describe the policy, system, standards and structure of independent directors' compensation and the correlation with the amount of compensation paid based on the responsibilities, risks and time commitment. The remuneration payment is estimated in accordance with the company's articles of association and processed after discussion by the board of directors and a report at the shareholders meeting. The actual payment has been made with reference to the results of the director's performance evaluation and the recommendations after discussion by the remuneration committee for the board of directors' reference, and will be implemented after approval. 2. Remuneration to Directors providing service to entities within the Company's most recent financial reporting period (such as serving as non-employee consultants), in addition to remuneration disclosed in the above table: None.																						

Note 1/ The term of the 19th Board of Directors is from June 14, 2022, to June 13, 2025.

Note 2/ Refers to the remuneration and transportation allowances of individual supervisors elected as natural persons as disclosed in the consolidated financial statements.

Note 3/ Refers to the amount of NT\$668,200 paid by the Company in the year 2024 as the salary for the driver of Independent Director Mr. Chen Kin Lung. (Not included in director's remuneration).

Attachment IV



安侯建業聯合會計師事務所

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Independent Auditor's Report

To the Board of Directors of Pacific Construction Co., Ltd.:

Opinion

We have audited the financial statements of Pacific Construction Co., Ltd. (the “Company”), which comprise the balance sheet as of December 31, 2024 and 2023, the statements of comprehensive income, statements of changes in equity and statements of cash flow for the years ended December 31, 2024 and 2023, and notes to financial statements, including a summary of significant accounting policies.

In our opinion, based on our audits and the reports of the other auditors (see Other Matters), 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 December 31, 2024 and 2023, in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the 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.

1. Revenue recognition

Please refer to Note 4(15) for the accounting policy of revenue recognition. Information of revenue recognition are shown in Note 6(19) of the financial statements.

Description of Key Audit Matters:

The Company main operating revenue sources are income from department stores and rental income from investment properties. The risk of material misstatement is associated with the truthfulness of revenue recognition. While operating revenue involves the management's operating performance, the management may fail to recognize revenue earlier or defer the recognition of revenue to achieve the expected net profit, resulting in a material misstatement of operating revenue. Accordingly, the revenue recognition test is one of the significant evaluations performed by us in our audit of the financial statement of the Company.

Auditing Procedures Performed:

Our principal audit procedures of the above key audit matters include:

- Understand the process and internal controls of the Sales and Collection Cycle and assess the controls to prevent and detect errors and fraud in revenue recognition.
- Perform a cut-off test on Sale of the Properties and Lease Revenue to assess whether the former revenue is recognized in the appropriate period.
- Perform a verification test on revenue recognition by randomly reviewing relevant documents, Including Lease Contractual Terms, Real Estate Sales Contract and Real Estate Transfer Registration, etc. These will be verified with the general entry to assess whether the revenue recognition policy of the Company complies with applicable bulletins.

2. Inventory Valuation

Please refer to Note 4(7) and 5(2) for the accounting policy of inventory valuation, as well as the estimation and assumption uncertainty of the valuation of inventory, respectively. Information of estimation of the valuation of inventory are disclosed in Note 6(5) of the financial statements.

Description of Key Audit Matters:

The Construction Department's inventory is an important asset of the Company, accounting for approximately 41% of total assets. Inventory is valued in accordance with IAS 2 as the net realizable value of the Company's inventory of the Construction Department is based on management's estimates of future sales prices and construction costs and is likely to be affected by political and economic situations. Where the net realizable value is not properly assessed, it may result in a misstatement in the financial statements. Accordingly, the inventory valuation test is one of the significant evaluations performed by us in our audit of the financial statement of the Company.

Auditing Procedures Performed:

We obtained information on the net realizable value of the Company's inventory and reassessed the net realizable value of homes for sales by randomly reviewing sold contracts from previously disclosed information, with reference to the most recent property price registered by the Ministry of the Interior, or obtaining quotes from nearby transactions. In terms of the net realizable value of construction sites, land and buildings under construction, we acquired and randomly checked the Company's investment return analysis or appraisal report and compared the investment return analysis with market conditions to assess whether the net realizable value of inventories is fairly presented.

Other Matters

We did not audit certain investees' financial statements included in the financial statements of the Company's using the equity method; they were audited by the other auditors. Our audits, our opinion on the financial statements of the Company, are based solely on the other auditors' audit reports. The amount in investments in certain investees accounted for using the equity method for the years ended December 31, 2024 and 2023 accounted for 15% and 6% of the total assets, respectively. The shares of subsidiaries, affiliates and joint ventures accounted for using the equity method accounted for 96% and (7)% of the net income before taxes for January 1 to December 31, 2024 and 2023, respectively.

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 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 members of the Audit Committee) are responsible for overseeing the Company's financial reporting process.

Auditor's 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 auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the auditing standards in the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with auditing standards in 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 the 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 auditor's 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 auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient appropriate audit evidence regarding the financial information of the investment in other entities accounted for using the equity method to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the audit. We remain solely responsible for our audit opinion.

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's 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.

KPMG
Taipei, Taiwan (Republic of China)

Pacific Construction Co., Ltd.
Balance Sheet
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	\$ 413,548	4	536,897	5
1170	Accounts receivable, net	6,260	-	19,341	-
1200	Other receivables	19,069	-	35,649	-
1320	Inventory (applicable to the construction industry)	4,675,285	41	4,894,113	47
1476	Other current financial assets	245,858	2	105,990	2
1478	Refundable deposits for construction projects	970	-	5,734	-
1479	Other current assets, others	38,591	-	42,458	-
1480	Current assets recognized as incremental costs to obtain contract with customers	<u>74,961</u>	<u>1</u>	<u>54,837</u>	<u>1</u>
		<u>5,474,542</u>	<u>48</u>	<u>5,695,049</u>	<u>55</u>
Non-current assets:					
1517	Non-current financial assets at FVTOCI	217,758	2	246,475	2
1550	Investments accounted for using equity method	3,585,749	32	2,495,480	24
1600	Property, plant and equipment	216,466	2	203,769	2
1755	Right-to-use assets	116,502	1	122,918	1
1760	Investment property, net	1,529,035	14	1,592,582	15
1840	Deferred tax assets	307	-	120	-
1975	Non-current net defined benefit assets	27,042	-	18,901	-
1980	Non-current other financial assets	154,084	1	140,946	1
1990	Other non-current assets, others	<u>2,955</u>	<u>-</u>	<u>5,089</u>	<u>-</u>
		<u>5,849,898</u>	<u>52</u>	<u>4,827,000</u>	<u>45</u>
Total Assets		<u>\$ 11,324,440</u>	<u>100</u>	<u>10,522,019</u>	<u>100</u>

Pacific Construction Co., Ltd.
Balance Sheet (Continued)
December 31, 2024 and 2023
(Expressed in Thousands of New Taiwan Dollars)

		December 31, 2024		December 31, 2023	
		Amount	%	Amount	%
Liabilities and Equity					
Current liabilities:					
2100	Short-term loans	\$ 1,319,240	12	1,397,223	13
2130	Current contract liabilities	384,763	3	327,843	3
2150	Notes and accounts payable	283,437	3	335,181	3
2200	Other payables	225,917	2	198,475	2
2230	Current tax liabilities	110,663	1	29,508	-
2280	Current lease liabilities	14,423	-	12,649	-
2305	Other current financial liabilities	316,589	3	318,119	3
2321	Current portion of corporate bonds matured or recalled	34,500	-	-	-
2322	Current portion of long-term borrowings	61,112	1	65,241	1
2399	Other current liabilities, other	7,502	-	6,585	-
		<u>2,758,146</u>	<u>25</u>	<u>2,691,094</u>	<u>25</u>
Non-Current liabilities:					
2530	Bonds payable	445,500	4	480,000	5
2540	Long-term loans	237,953	2	278,567	3
2580	Non-current lease liabilities	109,656	1	112,500	1
2570	Deferred tax liabilities	752	-	976	-
2645	Deposits received	60,310	-	52,759	1
2670	Other non-current liabilities, other	14,655	-	14,655	-
		<u>868,826</u>	<u>7</u>	<u>939,457</u>	<u>10</u>
Total liabilities		<u>3,626,972</u>	<u>32</u>	<u>3,630,551</u>	<u>35</u>
Equity:					
3110	Ordinary share	3,870,000	34	3,870,000	37
3200	Capital surplus	399,732	4	394,631	4
3310	Legal reserve	1,296,436	11	1,289,342	12
3320	Special reserve	67,462	1	81,393	1
3350	Retained earnings-unappropriated	1,690,797	15	997,969	9
3410	Exchange differences resulting from translating the financial statements of foreign operations	289,171	3	214,398	2
3420	Unrealized gains (loss) from investments in financial assets measured at FVTOCI	277,077	2	236,942	2
3500	Treasury shares	(193,207)	(2)	(193,207)	(2)
Total equity		<u>7,697,468</u>	<u>68</u>	<u>6,891,468</u>	<u>65</u>
Total liabilities and equity		<u>\$ 11,324,440</u>	<u>100</u>	<u>10,522,019</u>	<u>100</u>

Pacific Construction Co., Ltd.
Statements of Comprehensive Income
For the years ended December 31, 2024 and 2023
(Expressed in Thousands of New Taiwan Dollars)

		2024		2023	
		Amount	%	Amount	%
4000	Operating revenue	\$ 934,563	100	984,572	100
5000	Operating costs	689,048	74	687,285	69
	Gross profit from operations	245,515	26	297,285	31
5920	Add: Realized profit or loss of sales	1,795	-	1,795	-
5950	Gross profit from operations	247,310	26	299,082	31
	Operating expenses:				
6100	Selling expenses	84,191	9	66,099	7
6200	Administrative expenses	186,143	20	144,276	15
6450	Expected credit loss (gain)	559	-	(5,635)	(2)
		270,893	29	204,740	20
6500	Net other income and expenses	4,153	-	7,426	1
	Net operating income(loss)	(19,430)	(3)	101,768	12
	Non-operating income and expenses:				
7100	Interest revenue	6,324	1	5,739	1
7020	Other gains and losses	14,770	2	45,587	5
7050	Finance costs	(73,856)	(8)	(80,941)	(8)
7370	Share of profit of subsidiaries, associates and joint ventures accounted for using equity method	955,624	102	53,455	5
		902,862	97	23,840	3
	Net income before tax from continuing operating department	883,432	94	125,608	15
7950	Less: Income tax expense	145,152	15	82,116	8
	Net income	738,280	79	43,492	7
8300	Other comprehensive income:				
8310	Items that will not be reclassified subsequently to profit or loss				
8311	Remeasurement of defined benefit plans	8,260	1	979	-
8316	Unrealized gains (losses) from equity instrument investments measured at FVTOCI	(1,167)	-	8,149	1
8330	Share of other comprehensive income of subsidiaries, associates and joint ventures accounted for using equity method, Items that will not be reclassified subsequently to profit or loss	58,153	6	(347,092)	(35)
	Total items that will not be reclassified subsequently to profit or loss	65,246	7	(337,964)	(34)

Pacific Construction Co., Ltd.
Statements of Comprehensive Income (Continued)
For the years ended December 31, 2024 and 2023
(Expressed in Thousands of New Taiwan Dollars)

		2024		2023	
		<u>Amount</u>	<u>%</u>	<u>Amount</u>	<u>%</u>
8360	Items that may be reclassified subsequently to profit or loss				
8361	Exchange differences resulting from translating the financial statements of foreign operations	<u>74,773</u>	<u>8</u>	<u>3,899</u>	<u>-</u>
	Total items that may be reclassified subsequently to profit or loss	<u>74,773</u>	<u>8</u>	<u>3,899</u>	<u>-</u>
8300	Other comprehensive income (Net after revenue)	<u>140,019</u>	<u>15</u>	<u>(334,065)</u>	<u>(34)</u>
	Total comprehensive income	<u>\$ 878,299</u>	<u>94</u>	<u>(290,573)</u>	<u>(27)</u>
	Earnings per share				
9750	Basic earnings per share (in NT\$)	<u>\$ 2.04</u>		<u>0.12</u>	
9850	Diluted earnings per share (in NT\$)	<u>\$ 2.03</u>		<u>0.12</u>	

Pacific Construction Co., Ltd.
Statements of Changes in Equity
For the years ended December 31, 2024 and 2023
(Expressed in Thousands of New Taiwan Dollars)

	Retained Earnings					Total Other Equity Interest			
	Ordinary Share Capital	Capital Surplus	Legal Reserve	Special Reserve	Unappropriated Retained Earnings	Exchange Differences Resulting from Translating the Financial Statements of Foreign Operations	Unrealized Gains (losses) from Financial Assets Measured at FVTOCI	Treasury shares	Total Equity
Balance on January 1, 2023	<u>\$ 3,870,000</u>	<u>386,998</u>	<u>1,301,036</u>	<u>73,133</u>	<u>1,039,704</u>	<u>210,499</u>	<u>602,345</u>	<u>(193,207)</u>	<u>7,290,508</u>
Net income	-	-	-	-	43,492	-	-	-	43,492
Other comprehensive income	-	-	-	-	507	3,899	(338,471)	-	(334,065)
Total comprehensive income	-	-	-	-	43,999	3,899	(338,471)	-	(290,573)
Appropriation and distribution of retained earnings:									
Reversal Legal reserve appropriated	-	-	(11,649)	-	11,649	-	-	-	-
Special reserve appropriated	-	-	-	8,260	8,260	-	-	-	-
Cash dividends of ordinary share	-	-	-	-	(116,100)	-	-	-	(116,100)
Dividends distributed to subsidiaries to adjust capital surplus	-	7,633	-	-	-	-	-	-	7,633
Proceeds from disposal of equity instruments measured at FVTOCI	-	-	-	-	26,932	-	(26,932)	-	-
Balance on December 31, 2023	<u>3,870,000</u>	<u>394,631</u>	<u>1,289,342</u>	<u>81,393</u>	<u>997,969</u>	<u>214,398</u>	<u>236,942</u>	<u>(193,207)</u>	<u>6,891,468</u>
Net income	-	-	-	-	738,280	-	-	-	738,280
Other comprehensive income	-	-	-	-	10,069	74,773	55,177	-	140,019
Total comprehensive income	-	-	-	-	748,349	74,773	55,177	-	878,299
Appropriation and distribution of retained earnings:									
Legal reserve appropriated	-	-	7,094	-	(7,094)	-	-	-	-
Reversal Special reserve appropriated	-	-	-	(13,931)	13,931	-	-	-	-
Cash dividends of ordinary share	-	-	-	-	(77,400)	-	-	-	(77,400)
Dividends distributed to subsidiaries to adjust capital surplus	-	5,089	-	-	-	-	-	-	5,089
Changes in ownership interests in subsidiaries	-	12	-	-	-	-	-	-	12
Proceeds from disposal of equity instruments measured at FVTOCI	-	-	-	-	15,042	-	(15,042)	-	-
Balance on December 31, 2024	<u>\$ 3,870,000</u>	<u>399,732</u>	<u>1,296,436</u>	<u>67,462</u>	<u>1,690,797</u>	<u>289,171</u>	<u>277,077</u>	<u>(193,207)</u>	<u>7,697,468</u>

Pacific Construction Co., Ltd.
Statements of Cash Flow
For the years ended December 31, 2024 and 2023
(Expressed in Thousands of New Taiwan Dollars)

	<u>2024</u>	<u>2023</u>
Cash flows from operating activities:		
Net before tax for the period	\$ 883,432	125,608
Adjustment items:		
Adjustments to reconcile profit (loss)		
Depreciation expense	93,217	92,871
Amortization expense	1,133	1,589
Expected credit loss (gain)	559	(5,635)
Interest expense	73,856	80,941
Interest revenue	(6,324)	(5,739)
Dividend income	(22,899)	(13,035)
Share of profit of subsidiaries, associates and joint ventures accounted for using equity method	(955,624)	(53,455)
Loss of disposal and scrapping of property, plant and equipment	2,047	472
Gains on disposals of investment property	(4,153)	(7,426)
Impairment Loss(reversal benefit)	4,500	(13,930)
Deferred credit	(1,795)	(1,795)
Loss (gains) of lease modifications	594	827
Total adjustments to reconcile profit (loss)	<u>(814,889)</u>	<u>75,685</u>
Changes in operating assets and liabilities:		
Changes in operating assets:		
Notes & accounts receivable	12,522	10,738
Other receivables (related parties)	16,580	22,963
Inventories	221,480	198,153
Other current financial assets	(129,989)	185,480
Refundable deposits for construction projects	4,764	11,084
Other current assets	3,867	(9,154)
Incremental costs to obtaining a contract	(20,124)	15,196
Net defined benefit assets	119	245
Total changes in operating assets	<u>109,219</u>	<u>434,705</u>
Changes in operating liabilities:		
Contract liabilities	56,920	25,391
Notes and accounts payable	(51,744)	34,219
Other payables	27,271	(11,021)
Other financial liabilities	(1,530)	(6,431)
Other current liabilities	917	(12,873)
Total changes in operating liabilities	<u>31,834</u>	<u>29,285</u>
Total changes in operating assets and liabilities	<u>141,053</u>	<u>463,990</u>
Cash inflow (outflow) generated from operations	209,596	665,283
Interest received	6,324	5,851
Interest paid	(76,607)	(85,762)
Income tax paid	(64,408)	(61,604)
Net cash flows from (used in) operating activities	<u>74,905</u>	<u>523,768</u>

Pacific Construction Co., Ltd.
Statements of Cash Flow (Continued)
For the years ended December 31, 2024 and 2023
(Expressed in Thousands of New Taiwan Dollars)

	<u>2024</u>	<u>2023</u>
Cash flows from (used in) investing activities:		
Proceeds from disposal of equity instruments measured at FVTOCI	27,551	41,587
Proceeds from capital reduction of financial assets at FVTOCI	-	6,246
Obtain equity method investments	(50,699)	(23,707)
Capital reduction and refund using equity method investment	-	97,798
Acquisition of property, plant and equipment	(27,275)	(40,047)
Proceeds from disposal of property, plant and equipment	21	29
Acquisition of investment property	(2,821)	-
Proceeds from disposal of investment property	4,290	7,790
Other financial assets	(27,517)	8,992
Other non-current assets	1,721	1,614
Dividends received	<u>76,796</u>	<u>73,535</u>
Net cash flows from (used in) investing activities	<u>2,067</u>	<u>173,837</u>
Cash flows from (used in) financing activities:		
Increase in short-term loans	(77,983)	(235,672)
Long-term loans	29,470	-
Decrease in long-term loans	(74,213)	(40,445)
Deposits received	7,551	634
Lease principal repayment	(13,588)	(13,662)
Cash dividends paid	<u>(77,400)</u>	<u>(116,100)</u>
Net cash flows from (used in) financing activities	<u>(206,163)</u>	<u>(405,245)</u>
Effect of exchange rate changes on cash and cash equivalents	<u>5,842</u>	<u>2,790</u>
Net decrease in cash and cash equivalents	(123,349)	295,150
Beginning cash and cash equivalents	<u>536,897</u>	<u>241,747</u>
Closing cash and cash equivalents	<u>\$ 413,548</u>	<u>536,897</u>



安侯建業聯合會計師事務所
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Independent Auditor's Report

To the Board of Directors of Pacific Construction Co., Ltd.:

Opinion

We have audited the consolidated balance sheet of Pacific Construction Co., Ltd. (Pacific Construction Group) and its subsidiaries for the years ended December 31, 2024 and 2023. The related consolidated statements of comprehensive income, consolidated statements of changes in equity, consolidated statements of cash flow for the years ended December 31, 2024 and 2023, and notes to consolidated financial statements, including a summary of significant accounting policies.

In our opinion, based on our audits and the reports of the other auditors (see Other Matters), the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at December 31, 2024 and 2023, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and with the International Financial Reporting Standards ("IFRSs"), International Accounting Standards ("IASs"), interpretations developed by the International Financial Reporting Interpretations Committee ("IFRIC") or the former Standing Interpretations Committee ("SIC") endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the year ended December 2024. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

1. Revenue recognition

Please refer to Note 4 (16) for the accounting policy of revenue recognition. Information of revenue recognition details are shown in Note 6 (20) of the Consolidated financial statements

Description of Key Audit Matters

Pacific Construction Group's main operating revenue sources are income from department stores and rental income from investment properties. The risk of material misstatement is associated with the truthfulness of revenue recognition. While operating revenue involves the management's operating performance, the management may fail to recognize revenue earlier or defer the recognition of revenue to achieve the expected net profit, resulting in a material misstatement of operating revenue. Accordingly, the revenue recognition test is one of the significant evaluations performed by us in our audit of the consolidated financial statement of Pacific Construction Group.

Auditing Procedures Performed

Our principal audit procedures of the above key audit matters include:

- Understand the process and internal controls of the Sales and Collection Cycle and assess the controls to prevent and detect errors and fraud in revenue recognition.
- Perform a cut-off test on Sale of the Properties and Lease Revenue to assess whether the former revenue is recognized in the appropriate period.
- Perform a verification test on revenue recognition by randomly reviewing relevant documents, including lease contractual terms and conditions, real estate sales contract and Real estate transfer registration. These will be verified with the general entry to assess whether the revenue recognition policy of Pacific Construction Group. complies with applicable bulletins.

2. Inventory Valuation

Please refer to Note 4(8) and 5(2) for the accounting policy of inventory valuation, as well as the estimation and assumption uncertainty of the valuation of inventory, respectively. Information of estimation of the valuation of inventory are disclosed in Note 6(5) of the consolidated financial statements.

Description of Key Audit Matters:

The Construction Department's inventory is an important asset of Pacific Construction Group, accounting for approximately 34% of total assets. Inventory is valued in accordance with IAS 2 as the net realizable value of Pacific Construction Group's inventory of the Construction Department is based on management's estimates of future sales prices and construction costs and is likely to be affected by political and economic situations. Where the net realizable value is not properly assessed, it may result in a misstatement in the financial statements. Accordingly, the inventory valuation test is one of the significant evaluations performed by us in our audit of the consolidated financial statement of Pacific Construction Group.

Auditing Procedures Performed:

We obtained information on the net realizable value of Pacific Construction Group's inventory and reassessed the net realizable value reassessment of homes for sales by randomly reviewing sold contracts from previously disclosed information, with reference to the most recent property price registered by the Ministry of the Interior, or obtaining quotes from nearby transactions or obtaining quotes from nearby transactions. In terms of the net realizable value of construction sites, land and buildings under construction, we acquired and randomly checked the Company's investment return analysis or appraisal report and compared the investment return analysis with market conditions to assess whether the net realizable value of inventories is fairly presented.

Other Matters

We did not audit certain subsidiary's financial statements included in the consolidated financial statements of Subsidiary's of Pacific Construction Group using the equity method; they were audited by the other auditors. Our audits, our opinion on the consolidated financial statements of Subsidiary's of Pacific Construction Group, are based solely on the other auditors' audit reports. The total assets of the above-mentioned subsidiaries as of December 31, 2024 and 2023 accounted for 17% and 10% of the total consolidated assets respectively, and the net operating income on December 31, 2024 and 2023 accounted for Consolidated net operating income is all 0%.

Pacific Construction Group's has prepared its parent-company-only financial statements as of and for the years ended December 31, 2024 and 2023, on which we have issued an unmodified opinion plus other matters for reference.

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

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers International Financial Reports Standards, International Accounting Standards interpretations, and announcements of interpretations recognized and published by the Financial Supervisory Commission and maintain necessary internal control 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 consolidated financial statements, the management is responsible for assessing the ability of Pacific Construction Group's as a going concern, disclosing, as applicable, matters related to ongoing concern and using the ongoing concern basis of accounting unless the management either intends to liquidate Pacific Construction Group's or to create operations, or has no realistic alternative but to do so.

Those in charge of governance (including members of the Audit Committee) are responsible for

overseeing the reporting process of Pacific Construction Group's.

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the auditing standards in the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

1. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than the 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 Pacific Construction Group's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on Pacific Construction Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause Pacific Construction Co., Ltd. to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient and appropriate audit evidence on the financial information of business entities within the Group in order to express an opinion on the consolidated financial statements. The independent auditor is responsible for guiding, supervising, and implementing the Group's audit and is responsible for forming an opinion on the Group's audit.

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the 2022 and are therefore the key audit matters. We describe these matters in our auditor's 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.

KPMG

Taipei, Taiwan (Republic of China)

Pacific Construction Co., Ltd. and Subsidiaries
Consolidated Balance Sheet
December 31, 2024 and 2023
(Expressed in Thousands of New Taiwan Dollars)

Assets		December 31, 2024		December 31, 2023	
		Amount	%	Amount	%
Current assets:					
1100	Cash and cash equivalents	\$ 687,368	6	702,778	5
1120	Current financial assets at FVTOCI	1,396,509	10	1,341,322	10
1170	Accounts receivable, net	12,861	-	27,379	-
1200	Other receivables	8,727	-	1,276	-
1300	Inventory - merchandising business	37,711	-	37,998	-
1320	Inventory (applicable to the construction industry)	4,812,450	34	5,031,249	38
1476	Other current financial assets	1,370,249	10	283,012	2
1478	Refundable deposits for construction projects	970	-	5,734	-
1479	Other current assets, others	45,096	-	50,625	1
1480	Current assets recognized as incremental costs to obtain contract with customers	<u>40,991</u>	<u>-</u>	<u>38,454</u>	<u>-</u>
		<u>8,412,932</u>	<u>60</u>	<u>7,519,827</u>	<u>56</u>
Non-current assets:					
1517	Non-current financial assets at FVTOCI	2,148,874	15	2,176,730	16
1600	Property, plant and equipment	2,060,393	14	2,087,694	16
1755	Right-to-use assets	130,704	1	125,733	1
1760	Investment property, net	1,279,916	9	1,277,894	10
1780	Intangible assets	13,175	-	2,311	-
1840	Deferred tax assets	2,139	-	2,034	-
1975	Non-current net defined benefit assets	27,042	-	18,901	-
1980	Non-current other financial assets	159,762	1	143,871	1
1990	Other non-current assets, others	<u>4,858</u>	<u>-</u>	<u>11,178</u>	<u>-</u>
		<u>5,826,863</u>	<u>40</u>	<u>5,846,346</u>	<u>44</u>
Total Assets		<u>\$ 14,239,795</u>	<u>100</u>	<u>13,366,173</u>	<u>100</u>

Pacific Construction Co., Ltd. and Subsidiaries
Consolidated Balance Sheet (Continued)
December 31, 2024 and 2023
(Expressed in Thousands of New Taiwan Dollars)

		December 31, 2024		December 31, 2023	
		Amount	%	Amount	%
Liabilities and Equity					
Current liabilities:					
2100	Short-term loans	\$ 1,319,240	9	1,447,223	11
2130	Current contract liabilities	406,455	3	354,474	3
2150	Notes and accounts payable	416,053	3	470,947	4
2200	Other payables	995,998	7	911,784	7
2230	Current tax liabilities	110,663	1	35,799	-
2280	Current lease liabilities	18,982	-	14,339	-
2305	Other current financial liabilities	315,522	3	316,207	2
2321	Current portion of corporate bonds matured or recalled	34,500	-	-	-
2322	Long-term borrowings, current portion	61,388	-	65,517	-
2399	Other current liabilities, other	12,974	-	11,492	-
		<u>3,691,775</u>	<u>26</u>	<u>3,627,782</u>	<u>27</u>
Non-Current liabilities:					
2530	Bonds payable	445,500	3	480,000	3
2540	Long-term loans	242,963	2	283,373	2
2570	Deferred tax liabilities	752	-	976	-
2580	Non-current lease liabilities	119,024	1	113,662	1
2640	Non-current net defined benefit liability	2,413	-	6,146	-
2645	Deposits received	110,611	1	99,689	1
2670	Other non-current liabilities, other	16,473	-	16,930	-
		<u>937,736</u>	<u>7</u>	<u>1,000,776</u>	<u>7</u>
		<u>4,629,511</u>	<u>33</u>	<u>4,628,558</u>	<u>34</u>
Total liabilities					
Equity attributable to owners of parent:					
3110	Ordinary share	3,870,000	27	3,870,000	29
3200	Capital surplus	399,732	3	394,631	3
3310	Legal reserve	1,296,436	9	1,289,342	10
3320	Special reserve	67,462	-	81,393	1
3350	Retained earnings-unappropriated	1,690,797	12	997,969	7
3410	Exchange differences resulting from translating the financial statements of foreign operations	289,171	2	214,398	1
3420	Unrealized gains (loss) from investments in financial assets measured at FVTOCI	277,077	2	236,942	2
3500	Treasury shares	(193,207)	(1)	(193,207)	(1)
	Total equity attributable to owners of parent	7,697,468	54	6,891,468	52
36xx	Non-controlling interest	<u>1,912,816</u>	<u>13</u>	<u>1,846,147</u>	<u>14</u>
		<u>9,610,284</u>	<u>67</u>	<u>8,737,615</u>	<u>66</u>
	Total liabilities and equity	<u>\$ 14,239,795</u>	<u>100</u>	<u>13,366,173</u>	<u>100</u>

Pacific Construction Co., Ltd. and Subsidiaries
Consolidated Statements of Comprehensive Income
For the years ended December 31, 2024 and 2023
(Expressed in Thousands of New Taiwan Dollars)

		2024		2023	
		Amount	%	Amount	%
4000	Operating revenue	\$ 1,441,466	100	1,486,341	100
5000	Operating costs	957,270	66	929,647	63
5900	Gross profit from operations	484,196	34	556,694	37
	Operating expenses:				
6100	Selling expenses	130,643	9	127,553	9
6200	Administrative expenses	479,513	33	328,288	22
6450	Expected credit loss (Gain on reversal of impairment loss)	(684)	-	(5,608)	-
		609,472	42	450,233	31
6500	Net other income and expenses	4,154	-	7,426	-
	Net operating income(loss)	(121,122)	(8)	113,887	6
	Non-operating income and expenses:				
7100	Interest revenue	136,079	9	9,924	1
7020	Other gains and losses	192,235	13	173,610	12
7050	Finance costs	(75,125)	(5)	(81,604)	(5)
7055	Expected credit loss	887,669	62	(2,000)	-
		1,140,858	79	99,930	8
	Net income before tax from continuing operating department	1,019,736	71	213,817	14
7950	Less: Income tax expense	159,099	11	92,552	6
	Net income	860,637	60	121,265	8
8300	Other comprehensive income:				
8310	Items that will not be reclassified subsequently to profit or loss				
8311	Remeasurement of defined benefit plans	11,993	1	5	-
8316	Unrealized gains (losses) from equity instrument investments measured at FVTOCI	54,881	4	(325,237)	(22)
8349	Less: Income tax relating to those items not to be reclassified to profit or loss	-	-	-	-
	Total items that will not be reclassified subsequently to profit or loss	66,874	5	(325,232)	(22)
8360	Items that may be reclassified subsequently to profit or loss				
8361	Exchange differences resulting from translating the financial statements of foreign operations	74,773	5	3,899	-
8399	Less: Income tax relating to those items to be reclassified to profit or loss	-	-	-	-
	Total items that may be reclassified subsequently to profit or loss	74,773	5	3,899	-
8300	Other comprehensive income	141,647	10	(321,333)	(22)
8500	Total comprehensive income	<u>\$ 1,002,284</u>	<u>70</u>	<u>(200,068)</u>	<u>(14)</u>
	Profit attributable to:				
8610	Owners of parent	\$ 738,280	52	43,492	3
8620	Non-Controlling interest	122,357	8	77,773	5
		<u>\$ 860,637</u>	<u>60</u>	<u>121,265</u>	<u>8</u>
	Total comprehensive income attributable to:				
8710	Owners of parent	\$ 878,299	61	(290,573)	(20)
8720	Non-Controlling interest	123,985	9	90,505	6
		<u>\$ 1,002,284</u>	<u>70</u>	<u>(200,068)</u>	<u>(14)</u>
	Earnings per share				
9750	Basic earnings per share (in NT\$)	<u>\$ 2.04</u>		<u>0.12</u>	
9850	Diluted earnings per share (in NT\$)	<u>\$ 2.03</u>		<u>0.12</u>	

Pacific Construction Co., Ltd. and Subsidiaries
Consolidated Statements of Changes in Equity
For the years ended December 31, 2024 and 2023
(Expressed in Thousands of New Taiwan Dollars)

	Equity Attributable to Owners of Parent										
						Total Other Equity Interest					
	Retained Earnings					Exchange Differences Resulting from Translating the Financial Statements of Foreign Operations	Unrealized Gains (losses) from Financial Assets Measured at FVTOCI	Treasury Shares	Total Equity Attributable to Owners of Parent	Non-Controlling Interests	Total Equity
	Ordinary Share Capital	Capital Surplus	Legal Reserve	Special Reserve	Unappropriated Retained Earnings						
Balance on January 1, 2023	<u>\$ 3,870,000</u>	<u>386,998</u>	<u>1,301,036</u>	<u>73,133</u>	<u>1,039,704</u>	<u>210,499</u>	<u>602,345</u>	<u>(193,207)</u>	<u>7,290,508</u>	<u>1,924,028</u>	<u>9,214,536</u>
Net income	-	-	-	-	43,492	-	-	-	43,492	77,773	121,265
Other comprehensive income	-	-	-	-	507	3,899	(338,471)	-	(334,065)	12,732	(321,333)
Total comprehensive income	-	-	-	-	43,999	3,899	(338,471)	-	(290,573)	90,505	(200,068)
Appropriation and distribution of retained earnings:											
Reversal Legal reserve appropriated	-	-	(11,694)	-	11,694	-	-	-	-	-	-
Special reserve appropriated	-	-	-	8,260	(8,260)	-	-	-	-	-	-
Cash dividends of ordinary share	-	-	-	-	(116,100)	-	-	-	(116,100)	-	(116,100)
Cash dividends of the Company received by its subsidiaries	-	-	-	-	-	-	-	-	-	(64,342)	(64,342)
Increase or decrease in non-controlling interests	-	-	-	-	-	-	-	-	-	(104,044)	(104,044)
Dividends distributed to subsidiaries to adjust capital surplus	-	7,633	-	-	-	-	-	-	7,633	-	7,633
Proceeds from disposal of equity instruments measured at FVTOCI	-	-	-	-	26,932	-	(26,932)	-	-	-	-
Balance on December 31, 2023	<u>3,870,000</u>	<u>394,631</u>	<u>1,289,342</u>	<u>81,393</u>	<u>997,969</u>	<u>214,398</u>	<u>236,942</u>	<u>(193,207)</u>	<u>6,891,468</u>	<u>1,846,147</u>	<u>8,737,615</u>
Net income	-	-	-	-	738,280	-	-	-	738,280	122,357	860,637
Other comprehensive income	-	-	-	-	10,069	74,773	55,177	-	140,019	1,628	141,647
Total comprehensive income	-	-	-	-	748,349	74,773	55,177	-	878,299	123,985	1,002,284
Appropriation and distribution of retained earnings:											
Provision for legal reserve	-	-	7,094	-	(7,094)	-	-	-	-	-	-
Reversal Special reserve	-	-	-	(13,931)	13,931	-	-	-	-	-	-
Cash dividends of ordinary share	-	-	-	-	(77,400)	-	-	-	(77,400)	-	(77,400)
Cash dividends of the Company received by its subsidiaries	-	-	-	-	-	-	-	-	-	(57,329)	(57,329)
Dividends distributed to subsidiaries to adjust capital surplus	-	5,089	-	-	-	-	-	-	5,089	-	5,089
Changes in ownership interests in subsidiaries	-	12	-	-	-	-	-	-	12	13	25
Proceeds from disposal of equity instruments measured at FVTOCI	-	-	-	-	15,042	-	(15,042)	-	-	-	-
Balance on December 31, 2024	<u>\$ 3,870,000</u>	<u>399,732</u>	<u>1,296,436</u>	<u>67,462</u>	<u>1,690,797</u>	<u>289,171</u>	<u>277,077</u>	<u>(193,207)</u>	<u>7,697,468</u>	<u>1,912,816</u>	<u>9,610,284</u>

Pacific Construction Co., Ltd. and Subsidiaries
Consolidated Statements of Cash Flow
For the years ended December 31, 2024 and 2023
(Expressed in Thousands of New Taiwan Dollars)

	2024	2023
Cash flows from operating activities:		
Net before tax for the period	\$ 1,019,736	213,817
Adjustment items:		
Adjustments to reconcile profit (loss)		
Depreciation expense	140,038	132,821
Amortization expense	4,975	5,718
Expected credit loss reversal of benefit	(888,353)	(3,608)
Interest expense	75,125	81,604
Interest revenue	(136,079)	(9,924)
Dividend income	(245,723)	(122,918)
Lease modifications loss	591	827
Loss (gain) of disposal and scrapping of property, plant and equipment	1,929	472
Intangible asset transfer expenses	7	-
Gains on disposals of investment property	(4,154)	(7,426)
Loss reversal benefit (reverse gain)	4,500	(13,930)
Other revenue	(437)	(437)
Total adjustments to reconcile profit (loss)	(1,047,581)	63,199
Changes in operating assets and liabilities:		
Changes in operating assets:		
Notes & accounts receivable	15,202	14,931
Other receivables	(7,463)	1,519
Inventories	221,738	157,078
Other current assets	5,907	1,652
Other current financial assets	(123,328)	(1,998)
Non-current net defined benefit assets	119	245
Incremental costs to obtaining a contract	(2,537)	15,195
Refundable deposits for construction projects	4,764	11,084
Total changes in operating assets	114,402	199,706
Changes in operating liabilities:		
Contract liabilities	51,981	28,509
Notes and accounts payable	(54,894)	30,066
Other payables	82,901	(14,031)
Other financial liabilities	10,237	504
Other current liabilities	1,482	(16,804)
Total changes in operating liabilities	91,707	28,244
Total changes in operating assets and liabilities	206,109	227,950
Cash inflow generated from operations	178,264	504,966
Interest received	136,079	10,036
Interest paid	(77,876)	(86,425)
Income tax paid	(84,564)	(71,705)
Net cash flows from operating activities	(151,903)	(356,872)

Pacific Construction Co., Ltd. and Subsidiaries
Consolidated Statements of Cash Flow (Continued)
For the years ended December 31, 2024 and 2023
(Expressed in Thousands of New Taiwan Dollars)

	<u>2024</u>	<u>2023</u>
Cash flows from (used in) investing activities:		
Proceeds from capital reduction of financial assets at FVTOCI	-	6,246
Proceeds from financial assets instruments measured at FVTOCI	27,551	65,857
Acquisition of property, plant and equipment	(46,182)	(86,347)
Proceeds from disposal of property, plant and equipment	164	31
Acquisition of intangible assets	(9,699)	-
Acquisition of investment property	(52,892)	-
Proceeds from disposal of investment property	4,291	7,790
Other receivables - related parties	887,681	-
Other financial assets	(984,300)	221,107
Other non-current liabilities	(20)	(21)
Dividends received	245,723	122,918
Other operating assets	<u>1,610</u>	<u>(447)</u>
Net cash flows from investing activities	<u>73,927</u>	<u>337,134</u>
Cash flows from (used in) financing activities:		
Decrease in short-term loans	(127,983)	(185,672)
Proceeds from long-term loans	29,950	-
Repayments of long-term loans	(74,489)	(52,721)
Lease principal repayment	(17,715)	(15,652)
Cash dividends paid	(72,311)	(108,467)
Changes in non-controlling interests	<u>(57,329)</u>	<u>(168,386)</u>
Net cash flows from (used in) financing activities	<u>(319,877)</u>	<u>(530,898)</u>
Effect of exchange rate changes on cash and cash equivalents	<u>78,637</u>	<u>1,906</u>
Increase (decrease) in cash and cash equivalents	(15,410)	165,014
Beginning cash and cash equivalents	<u>702,778</u>	<u>537,764</u>
Closing cash and cash equivalents	<u>\$ 687,368</u>	<u>702,778</u>

Attachment V

Pacific Construction Co., Ltd.
2024 Profit Distribution Table

Unit: NT\$

Item	Total	Note
Beginning of Period Retained Earnings	927,406,690	
Add: Net Income after tax	738,279,559	
Add: Disposal of equity instruments measured at fair value through other comprehensive income	15,041,942	
Add: Remeasurements of Defined Benefit Plans of the changes in the current period	10,068,471	
Minus: Legal Reserve	76,338,997	
Add: Reversal of special reserve from retained earnings (Note 1)	12,944,315	
End-of-period Distributable Earnings	1,627,401,980	
Distribution items		
The fiscal year 2023		
--Cash Dividend to Shareholders	154,800,000	NT\$0.4 per Share
End of Period Retained Earnings	1,472,601,980	

Note 1: Relates to special reserve provisions for changes in the market value of shares held by subsidiaries in the parent company.

Note 3: The amount of this earnings distribution shall prioritize the earnings of the year 2024.

Chairman: Liu I-Yee



President: Chen, Chin-Hui



Chief Accountant: Yang, Fang-Yi



Attachment VI

Pacific Construction Co., Ltd. Comparison Table of Amendments to “Articles of Incorporation”

Amended Article	Current Articles	Description
Article 15 There shall be 7 to 11 Directors of the Company, who are elected and appointed from the persons with legal capacity at the shareholders' meeting. The number of directors to be elected shall be determined by the board of directors within the aforementioned range. There is three-year tenure and the directors <u>may be</u> re-elected. <u>The term limits for independent directors shall be governed by the relevant laws and regulations.</u> There shall be at least three independent directors in the above-mentioned number of directors, <u>and shall not be less than one-third of the total number of board seats.</u> The Company's directors shall be elected by adopting candidate nomination system at the shareholders' meeting. The election of Independent, Non-Independent Directors should be held together, yet with the elected calculated separately. The professional qualifications, shareholding, restrictions on concurrent positions held, method of nomination and election, and other compliance matters with respect to independent directors shall be conducted in accordance with the Securities and Exchange Act, applicable laws and regulations.	Article 15 There shall be 7 to 11 Directors of the Company, who are elected and appointed from the persons with legal capacity at the shareholders' meeting. The number of directors to be elected shall be determined by the board of directors within the aforementioned range. There is three-year tenure and the directors are eligible for re-election. There shall be at least three independent directors in the above-mentioned number of directors. The Company's directors shall be elected by adopting candidate nomination system at the shareholders' meeting. The election of Independent, Non-Independent Directors should be held together, yet with the elected calculated separately. The professional qualifications, shareholding, restrictions on concurrent positions held, method of nomination and election, and other compliance matters with respect to independent directors shall be conducted in accordance with the Securities and Exchange Act, applicable laws and regulations.	To comply with the amendments to the “Regulations Governing the Exercise of Powers by Boards of Directors of TWSE Listed Companies,” provisions regarding the minimum ratio of independent director seats and limits on consecutive terms have been added.
Article 26 If the Company gains any profits in the year, it shall allocate 1 to 2% as employee compensation, <u>and the employee remuneration amount</u>	Article 26 If the Company gains any profits in the year, it shall allocate 1 to 2% as employee compensation, which shall be distributed in stock or cash by the	In accordance with Article 14, Paragraph 6 of the Securities and Exchange Act, the Articles of

Amended Article	Current Articles	Description
<u>mentioned in the preceding paragraph, no less than 65% shall be allocated to grassroots employees,</u> which shall be distributed in stock or cash by the resolution of the board of directors. The distribution objects may include employees of controlling or affiliated companies that meet certain conditions; The company is able to increase the amount of profit, and the board of directors decided to allocate no more than 2% of the cash to the directors' remuneration. The remuneration distribution plan for employees and directors shall be reported to the shareholders meeting. However, when the Company still has accumulated losses, it shall reserve the amount of compensation in advance, and then allocate employee remuneration and directors' remuneration in proportion to the preceding paragraph.	resolution of the board of directors. The distribution objects may include employees of controlling or affiliated companies that meet certain conditions; The company is able to increase the amount of profit, and the board of directors decided to allocate no more than 2% of the cash to the directors' remuneration. The remuneration distribution plan for employees and directors shall be reported to the shareholders meeting. However, when the Company still has accumulated losses, it shall reserve the amount of compensation in advance, and then allocate employee remuneration and directors' remuneration in proportion to the preceding paragraph.	Incorporation shall be amended to specify that a certain percentage of annual earnings be allocated for salary adjustments or remuneration distribution to grassroots employees.
Article 30 These Articles of Incorporation were enacted on April 11, 1967, and the first amendment was made on September 26, 1968,, the 41th amendment was made on June 13, 2019, the 42th amendment was made on June 12, 2020, the 43th amendment was made on June 14, 2023, <u>the 44th amendment was made on June 10, 2025,</u> implemented after the resolution of the shareholders meeting.	Article 30 These Articles of Incorporation were enacted on April 11, 1967, and the first amendment was made on September 26, 1968,, the 41th amendment was made on June 13, 2019, the 42th amendment was made on June 12, 2020, the 43th amendment was made on June 14, 2023, implemented after the resolution of the shareholders meeting.	To add the amended date

Attachment VII

Pacific Construction Co., Ltd.

The Candidates List of Directors (including Independent Directors)

Candidates Type	Name	Major Experience & Education	Current Shareholding
Director	Liu I-Yee	Chairman \Pacific Construction Co., Ltd. Director \Taitou Xingye Co., Ltd. Director \Pacific Department Stores Co., Ltd. Director \Pacific Realtor Co., Ltd. Director \Beijing Tai-Kong Consulting Services Co., Ltd. Director \Beijing Tai-Yun Building Co., Ltd. High school	9,021,585
Director	Xinming Investment Co., Ltd. Representative : Chang Chi-Ming	Director \Pacific Construction Co., Ltd. Chairman \Taitou Xingye Co., Ltd. Director \Pacific Realtor Co., Ltd. University graduate	3,200,000
Director	Living Spring International Development Co., Ltd. Representative : Lei Chien	Executive Director \Pacific Construction Co., Ltd. Vice President \Director \Capital Cities/ABC, Inc., New York Investment Partner \Baring Communication Equity Asia, Singapore Chairman \ Kinmen Kaoliang Liquor Inc. Independent Director \IBF Financial Holdings Co., Ltd. PhD	17,915,333
Director	Living Spring International Development Co., Ltd. Representative : Yu Sheng-Yi	Director \Pacific Construction Co., Ltd. Chairman \Qingshi Construction Co., Ltd. Director \DigiDom Cable TV Co., Ltd. Director \UP-LIFT Enterprise Co., Ltd. High school	17,915,333
Director	Living Spring International Development Co., Ltd. Representative : Liu Ming-Heng	Director \Pacific Construction Co., Ltd. Director \DigiDom Cable TV CO., LTD. Director \Network Digital Technology Co., Ltd. Supervisor\ Pacific Department Stores Co., Ltd. University graduate	17,915,333
Director	Fukunaga Investment Co., Ltd. Representative : Lai Yueh-Hsin	Director \Pacific Construction Co., Ltd. Assistant System Coordinator \Institute of Electronics, ITRI Director \Taixin Venture Capital Co., Ltd. Director \Accton Technology Corp. Director \Fukunaga Biomaterial Technology Co., Ltd. High school	6,133,745
Independent Director	Liu Hui-Chun	Attorney-at-Law \A&P Law Offices Supervisor \CyberTAN Technology Inc. Reorganization supervisor \Wintek Corporation Independent Director \Infinite Finance Co., Ltd. Independent Director \CyberTAN Technology Inc. National Taiwan University, Bachelor of Laws	0

Candidates Type	Name	Major Experience & Education	Current Shareholding
Independent Director	Wu Chin-Jung	Independent Director \Pacific Construction Co., Ltd. Independent Director \Inmax Holding Co., Ltd. (Cayman) Consultant\Pacific Electric Wire&Cable Co., Ltd. Former Acting Section Head \Financial Examination General Manager\ Horizon Securities Co., Ltd. Director \Asia Pacific New Energy Co., Ltd. Director \Pacific Smart System Co., Ltd. 1984 Central Bank Grade B Special Examination 1984 College Entrance Examination International Trade Staff Master of Division of International Economics and Management, Graduate Institute of China Studies, Tamkang University	0
Independent Director	Chen Kin-Lung	Independent Director \Pacific Construction Co., Ltd. Chairman \Probright Technology Inc. Independent Director \Co-Tech Development corp. Independent Director \Albatron Technology Co., Ltd. Supervisor \Solomon Goldentek Display Corp. Director \King Ultrasonic Co., Ltd. Supervisor \Mustek Systems INC. Independent Director \Meiloon Industrial Co., Ltd. EMBA, International Business Management, NTU	0

Attachment VIII**The List of Prohibition of Competition Restriction on the Directors**

Name	Act as other Company /Positions / title
Liu I-Yee	Director\Beijing Tai-Yun Building Co., Ltd. Director\Pacific Realtor Co., Ltd. Director\Pacific Department Stores Co., Ltd.
Xinming Investment Co., Ltd. Representative : Chang Chi-Ming	Director\Pacific Realtor Co., Ltd.
Living Spring International Development Co., Ltd. Representative : Lei Chien	Director \Pacific Realtor Co., Ltd. Director \Pacific Department Stores Co., Ltd.
Living Spring International Development Co., Ltd. Representative : Yu Sheng-Yi	Chairman \Qingshi Construction Co., Ltd.
Fukunaga Investment Co., Ltd. Representative : Lai Yueh-Hsin	Director \Ivy Construction Co., Ltd. Director \Beijing Tai-Yun Building Co., Ltd. Chairman \Fukunaga Investment Co., Ltd.
Liu Hui-Chun	Independent Director \Infinite Finance Co., Ltd.

Appendix I

Pacific Construction Co., Ltd.

Rules of Procedures for Shareholders' Meeting

- Article 1 To establish a sound governance system for the Company's shareholder meetings, strengthen supervisory functions, and enhance management capabilities, these regulations are established in accordance with the relevant provisions of the 'Corporate Governance Best-Practice Principles for Listed Companies,' to be adhered to.
- Article 2. The Company's shareholders' meetings shall be held pursuant to the present regulations and procedures unless otherwise specified in laws and regulations.
- Article 3 The Company's shareholders' meetings shall be convened by the board of directors unless otherwise specified in laws and regulations.

Changes to the method for convening the shareholders' meeting must be passed by a resolution of the Board of Directors, and must be effected before the shareholders' meeting notice is sent.

The Company shall prepare an electronic file that contains the meeting notice, proxy form, and the origins of and explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors, and upload them to the Market Observation Post System (MOPS) 30 days before the date of an annual general shareholders' meeting or 15 days before the date of a special shareholders' meeting.

The Handbook of the shareholders' meeting agenda and supplementary information shall be uploaded to the Market Observation Post System (MOPS) 21 days before the date of the annual general shareholders' meeting or 15 days before the date of a special shareholders' meeting.

The Handbook of the shareholders' meeting agenda and supplementary materials shall also be prepared 15 days before the date of the shareholders' meeting and.

Aforementioned documents shall be placed within the Company's premises, made available for review by shareholders at any time.

The Company shall provide the meeting Handbook and supplementary information in the preceding paragraph to shareholders on the day of the shareholders' meeting via one of the following methods:

1. Distributed at the venue of the shareholders' meeting if a physical shareholders' meeting is held.
2. Distributed at the venue of the shareholders' meeting and electronic copies uploaded to the video conferencing platform if a physical shareholders' meeting is held with video calls.
3. Electronic copies must be uploaded to the video conferencing platform if a virtual shareholders' meeting is held.

The reasons for convening a shareholders meeting shall be specified in the meeting notice and public announcement. With the consent of the addressee, the meeting notice may be given in electronic form.

Election or dismissal of directors, amendment to the Articles of Incorporation, capital reduction, application for delisting of shares, competition approval for directors, capitalization of earnings, capitalization of reserves, the dissolution, merger, spin-off or demerger of the Company, or any matters set forth in Paragraph 1, Article 185 of the Company Act; Articles 26-1 and 43-6 of the Securities and Exchange Act; and Articles 56-1 and 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be set out and their essential contents shall be explained in the notice of the reasons for convening the shareholders' meeting. None of the above matters may be raised by an extraordinary motion.

If a full re-election of the directors and their date of appointment has been stated in the notice of the reasons for convening the shareholders' meeting, after the re-election has been completed in such shareholders' meeting, the appointment date may not be changed by extemporary motions or other means in the same meeting.

A shareholder may submit to the Company a proposal for discussion at the shareholders' meeting in accordance with the Article 172-1 of the Company Act.

Article 4 A shareholder may issue the Company's proxy form with the scope of authorization indicated to appoint a proxy to attend a shareholders' meeting.

Each shareholder may issue one proxy form and appoint one proxy only. The proxy form shall be delivered to the Company at least five days before the shareholders' meeting in concern is convened. In a case where more than one proxy form is received, the first one received by the Company shall prevail unless an explicit statement to revoke the previous written proxy is made in the proxy which comes later.

After the Company receives the proxy form, a shareholder intending to attend the shareholders' meeting in person or exercise his/her/its voting rights in writing or by way of electronic transmission shall file a proxy rescission notice at least two days before the shareholders' meeting is convened. Otherwise, the voting right exercised by the authorized proxy at the meeting shall prevail.

Once the proxy has been delivered to the Company and the shareholder wishes to attend the meeting via video call, the concerned shareholder should notify the Company in writing two days prior to the shareholders' meeting to rescind the notice for proxy. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.

Article 5 Shareholders' meetings shall be held at the premises of the Company or locations that are convenient for shareholders to attend and appropriate for shareholders' meetings. Meetings shall not begin earlier than 9:00 a.m. or later than 3:00 p.m..

The restrictions on venue in the preceding paragraph do not apply if the Company convenes a virtual shareholders' meeting.

Article 6 The Company shall specify in shareholders' meeting notices the time and location for the registration of shareholders, solicitors, and proxies (hereinafter collectively referred to as "Shareholders") and other matters of attention.

The registration of shareholders shall begin at least 30 minutes before the meeting commences. The registration counter shall be clearly indicated. A sufficient number of competent personnel shall be assigned to process registration. The registration of shareholders for virtual shareholders' meetings shall begin 30 minutes before the meeting commences. Shareholders that complete registration shall be deemed as personally attending the shareholders' meeting.

Attending shareholders must present their attendance card, sign-in card, or other certificates for admittance when attending a shareholders' meeting. The Company shall not arbitrarily require additional supporting documents other than the certificates for admittance when shareholders attend a meeting. Proxy solicitors shall also bring their identification certificates for verification.

The attending shareholders must present their attendance card in lieu of signing in.

The Company shall furnish attending shareholders with the meeting Handbook, Annual Report and other meeting materials. Where there is an election of directors, pre-printed ballots shall also be furnished.

A shareholder who is a government agency or a juristic person may send more than one representative to attend shareholders' meetings. However, a juristic person serving as a proxy to attend a shareholders' meeting may appoint only one representative to attend the meeting.

If a virtual shareholders' meeting is convened and a shareholder wishes to attend the meeting via video call, the shareholder shall register the attendance method with the Company two days

prior to the shareholders' meeting.

If a virtual shareholders' meeting is convened, the Company shall upload the meeting Handbook, Annual Report, and related materials to the shareholders' meeting video conferencing platform at least 30 minutes before the meeting commences, and shall continue to disclose the materials until the meeting ends.

Article 6-1 The Company shall specify the following matters in the shareholders' meeting notice before convening a virtual shareholders' meeting:

1. How shareholders can attend the virtual shareholders' meeting and exercise their rights.
2. How to handle malfunctions of the video conferencing platform or video call due to natural disasters, incidents, or other force majeure events, and must at least include the following matters:
 - (1) The duration of the malfunction resulting in a postponement or resumption of the meeting, and the date that a postponed meeting will be resumed.
 - (2) Shareholders that did not register to attend in the original shareholders' meeting via video call may not attend the postponed or resumed meeting.
 - (3) If a physical shareholders' meeting that allowed attendance via video call cannot resume the video calls, the number of shares represented by shareholders attending via video call will be deducted, and the shareholders' meeting shall continue if the total number of shares in attendance reaches the threshold for convening a shareholders' meeting. If the shareholders' meeting continues, the number of shares represented by shareholders who originally attended via video call shall be counted in the total number of shares in attendance, but counted as abstentions in all agenda items of the shareholders' meeting.
 - (4) How to handle the meeting if the results of all agenda items were already announced but there were no extraordinary motions.
3. If a virtual shareholders' meeting is convened, suitable alternatives for shareholders who have difficulty attending the shareholders' meeting via video call must be specified.

Article 7 If a shareholders' meeting is convened by the board of directors, the chairman shall preside over the meeting. If the chairman is on leave or is unable to perform his/her duties, the vice chairman shall preside over the meeting. If the Company does not have a vice chairman or the vice chairman is also on leave or unable to perform his/her duties, the chairman shall appoint an executive director to preside over the meeting. If there is no executive director, the chairman shall appoint a director to act on his/her behalf. If the chairman has not appointed an agent, the directors shall elect among themselves one director to act on behalf of the chairman.

To serve as an agent for the chairman to preside over a shareholders' meeting, a director must have been on the board for at least six months and is familiar with the financial and business operations of the Company. The same requirement shall apply when a representative of the director of a juristic person is to chair a shareholders' meeting.

It is advisable for the chairman of the board to personally preside any shareholders' meetings convened by the board of directors. It is also preferable that at least one-half of the directors and the audit committee's convener attend in person, and at least one member representing other functional committees is present. Attendance shall be recorded in the shareholders' meeting minutes.

When a shareholders' meeting is convened by a party entitled to do so, the said party shall chair the meeting. If there are two such parties, one shall be elected to chair the meeting.

The Company may appoint its legal counsels, accountants, or relevant personnel to attend shareholders' meetings.

Article 8 The Company shall make uninterrupted audio and video recordings over the entire meeting process, including the shareholders' registration process, meeting proceedings, and election and

vote-count in each shareholders' meeting.

The recorded materials of the preceding paragraph shall be retained the audio and video recordings for at least one year. However, if any shareholder files a lawsuit in regard to a meeting in accordance with Article 189 of the Company Act, the audio and video recordings of the meeting shall be retained until the lawsuit is concluded.

If a virtual shareholders' meeting is convened, the Company shall keep records of shareholder registration, sign-in, questions, voting, and vote counting results, and the entire course of the virtual shareholders' meeting shall be recorded in audio and video without any interruptions.

The Company shall properly preserve the materials and audio and video recordings in the preceding paragraph, and provide the audio/video recordings to the party commissioned to organize the virtual shareholders' meeting for retention.

Article 9 The attendance of shareholder meetings shall be determined based on the number of outstanding shares. The number of shares of the attending shareholders shall be calculated based on the signatures on the attendance list, the submitted attendance cards, the number of shares represented on the video conferencing platform, and the shares from shareholders exercising their right to vote in writing or by way of electronic transmission.

The chairman shall call a meeting to order according to the schedule, and shall also announce the number of shares without voting rights and number of shares in attendance.

However, if the number of outstanding shares represented by the attending shareholders is less than one half of the total outstanding shares, the chairman may postpone the meeting up to two times for no more than one hour in total. If the number of shares represented by the attending shareholders is still less than one third of the total outstanding shares after two postponements, the chairman shall declare the meeting aborted. If a virtual shareholders' meeting is convened, the Company shall also announce the meeting was aborted on the video conferencing platform.

If the number of shares represented by the attending shareholders remains less than one half but more than one third of the total outstanding shares after two postponements, tentative resolutions may be passed according to Paragraph 1, Article 175 of the Company Act. Shareholders shall be notified of such tentative resolutions and that a shareholders' meeting is to be convened within one month. If a virtual shareholders' meeting is convened and a shareholder wishes to attend the meeting via video call, the shareholder shall register with the Company again according to Article 6.

If the number of shares represented by the attending shareholders totals more than one half of the total outstanding shares before the end of the meeting, the chairman may act pursuant to Article 174 of the Company Act and request the attending shareholders to vote on the tentative resolutions.

Article 10 If a shareholders meeting is convened by the board of directors, the meeting agenda shall be set by the board of directors. Relevant proposals shall all be discussed first and then voted on by poll. The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders' meeting.

The preceding paragraph shall apply mutatis mutandis to meetings convened by other parties entitled to convene shareholders' meetings.

The chairman may not adjourn a meeting before the agenda established as specified in the two preceding paragraphs (including extemporary motions) is concluded, unless it is otherwise resolved during the meeting. If the chairman adjourns the meeting in violation of the Regulations and Procedures of Shareholders' Meeting, the other members of the board of directors shall immediately assist the attending shareholders to elect a new chairman, by majority vote, pursuant to legal procedures to continue the meeting.

The chairman shall allow ample opportunity during the meeting for explanation and discussion of proposals and of amendments or extraordinary motions put forward by the shareholders;

when the chairman is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chairman may announce the discussion closed and call for a vote, and shall arrange sufficient voting time.

Article 11 A shareholder who wishes to speak during a shareholders' meeting is required to fill out containing the summary of the speech and the shareholder account number (or attendance card number) and account name in advance a speech note. The chairman shall decide the speaking order of the shareholders.

Any attending shareholder who submits a speech note but does not speak shall be considered unspoken. If a shareholder's speech is inconsistent with his/her/its speech note, the content of the actual speech shall prevail.

Each shareholder shall not speak about the same proposal more than twice without the permission of the chairman and exceed five minutes in each speech session. The chairman shall stop a speech of any shareholder whose speech is in violation of relevant regulations or concerns issues beyond the subject.

Shareholders shall not interrupt the speech of a speaking shareholder without the permission of the chairman and the speaking shareholder; otherwise the chairman shall stop such interruptions.

When a shareholder, who's a juristic person, has two or more representatives attending a shareholders' meeting only one representative may speak about each proposal.

The chairman or whose relevant designated personnel may respond after an attending shareholder has finished speaking.

If a virtual shareholders' meeting is convened, shareholders who participate via video call may ask questions on the video conferencing platform via text after the chairperson announces the commencement of the meeting until the chairperson announces the meeting is adjourned. Each shareholder may not ask more than two questions on each agenda item, and each question may not exceed 200 characters. Paragraphs 1 to 5 are not applicable.

If a question in the preceding paragraph does not violate any regulations and does not exceed the scope of the agenda item, it should be disclosed on the shareholders' meeting video conferencing platform for all to see.

Article 12 Votes at a shareholders' meeting shall be counted based on the number of shares.

The shares held by shareholders without voting rights shall not be included in the total number of outstanding shares.

If there is any concern that the interest of a shareholder regarding an issue discussed during a shareholders' meeting may jeopardize the Company's interests, the shareholder may not participate in voting or serve as a proxy to exercise the voting rights of any other shareholder.

The number of shares held by a shareholder who is prohibited from exercising his/her voting rights as described in the preceding paragraph shall not be included in the total number of shares in voting.

Besides the shareholder service agents ratified by the trust enterprise or securities authority, the voting rights of an individual serving as the proxy for two or more shareholders shall not exceed 3% of the total number of outstanding shares. The excess shares shall not be calculated.

Article 13 Each shareholder is entitled to one vote for each share in his/her possession. This does not apply to shareholders who has restricted or no voting rights according to Paragraph 2, Article 179 of the Company Act.

When the Company holds a shareholders meeting, shareholders shall exercise voting rights by electronic means, and they may also choose to do so 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 shareholders' meeting in person, but to have waived his/her rights with respect to the extraordinary motions and amendments to original proposals of that meeting; it is therefore advisable that the Company avoid the submission of extemporary motions and amendments to original proposals.

A shareholder who chooses to exercise his/her voting rights in writing or by way of electronic transmission shall have the decision delivered to the Company at least two days before the meeting. If two or more decisions are delivered to the Company, the first one received shall prevail unless a notice of revocation of the foregoing decisions is issued.

A shareholder intending to attend the shareholders' meeting in person or via video call after expressing the decision to exercise his/her voting rights in writing or by way of electronic transmission shall revoke the decision by the same means previously used in exercising his/her voting rights at least two days before the meeting; otherwise, the voting right exercised in writing or by way of electronic transmission shall prevail. If a shareholder expresses the intention to exercise his/her voting rights in writing or by way of electronic transmission and at the same time appoints a proxy to attend the meeting, the voting rights shall be exercised by the proxy.

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. At the time of a vote, for each proposal, the chairman or a person designated by the chairman shall first declare the total number of voting rights represented by the attending shareholders, followed by a poll of the shareholders. After the conclusion of the meeting, on the same day it is held, the results for each proposal, based on the numbers of votes for and against, and the number of abstentions, shall be entered into the MOPS.

When there is an amendment or an alternative to a proposal, the chairman 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 will 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 chairman, provided that all monitoring personnel shall be shareholders of this Company.

Vote counting for shareholders meeting proposals or elections shall be conducted in public at the place of the shareholders meeting. Immediately after vote counting has been completed, the results of the voting, including the statistical tallies of the numbers of votes, shall be disclosed on-site at the meeting, and a record made of the vote.

If the Company convenes a virtual shareholders' meeting, shareholders attending via video call shall cast their vote for agenda items and elections on the video conferencing platform before the chairperson declares the voting has ended. Shareholders shall be deemed to have abstained from voting if they cast their vote after the voting has ended.

If a virtual shareholders' meeting is held, votes shall be counted in a single session after the chairperson declares that voting has ended, and the results of voting and elections shall be announced.

If the Company convenes a physical shareholders' meeting that allows attendance via video call, if a shareholder who has registered to attend via video call according to Article 6 intends to attend the physical shareholders' meeting in person, the shareholder shall use the same way to cancel the registration two days prior to the shareholders' meeting. If the shareholder fails to cancel the registration before the deadline, the shareholder may only attend the shareholders' meeting via video call.

If a shareholder does not retract votes exercised in writing or by way of electronic transmission, and attends a shareholders' meeting via video call, except for extraordinary motions, the

shareholder may not exercise the right to vote on original agenda items, propose a revision of original agenda items, or exercise the right to vote on revised agenda items.

- Article 14 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 disclosed on-site immediately, including the names of those elected as directors and the numbers of votes with which they were elected. List of candidates who were not elected and number of votes they received.

The ballots casted in the elections stated in the preceding paragraph shall be sealed with the signatures of the scrutineers and properly kept for at least one year. If a shareholder files a lawsuit over election results in accordance with Article 189 of the Company Act, the ballots shall be kept until the lawsuit is concluded.

- Article 15 Resolutions established during a shareholders' meeting shall be recorded in the meeting minutes carrying the signature or personal seal of the chairman. The meeting minutes shall be distributed to shareholders within 20 days after the end of the meeting. Drafting and distribution of meeting minutes may be conducted electronically.

The Company may distribute meeting minutes electronically by uploading them to the MOPS.

The meeting minutes shall accurately record the year, month, day, and place of the meeting, the chairman's full name, the methods by which resolutions were adopted, and a summary of the deliberations and voting results (including the numbers of votes counted) of each meeting shall be clearly indicated in the meeting minutes; when an election of directors takes place, the number of votes with which each candidate was elected shall be disclosed. These minutes shall be retained for the duration of the existence of the Company.

If a virtual shareholders' meeting is convened, in addition to the matters required to be recorded in the meeting minutes in the preceding paragraph, the start and end time of the shareholders' meeting, how the meeting is convened, the name of the chairperson and minutes taker, and how malfunction of the video conferencing platform or video call due to natural disasters, incidents, or other force majeure events was handled and the current status.

In addition to the preceding paragraph, if the Company convenes a virtual shareholders' meeting, the Company must specify suitable alternatives for shareholders who have difficulty attending the shareholders' meeting via video call in the meeting minutes.

- Article 16 On the day of each shareholders' meeting, the Company shall compile in tables the numbers of shares obtained by solicitors and the numbers of shares represented by proxies, and the number of shares from shareholders exercising their right to vote in writing or by way of electronic transmission in the specified format. These tables shall be posted at noticeable locations inside the meeting venue. If a virtual shareholders' meeting is convened, the Company shall upload the abovementioned materials to the shareholders' meeting video conferencing platform at least 30 minutes before the meeting commences, and shall continue to disclose the materials until the meeting ends.

When the Company convenes a virtual shareholders' meeting and announces the commencement of the meeting, the total number of shares in attendance shall be disclosed on the video conferencing platform. The same shall apply if the total number of shares and votes in attendance is counted during the meeting.

If any resolutions achieved during a shareholders' meeting are defined as critical information in relevant laws and regulations or the regulations of Taiwan Stock Exchange Corporation, the Company shall upload the contents of such resolutions to the MOPS within the specified period.

- Article 17 The personnel handling the affairs of shareholders' meetings shall wear identification passes or armbands.

The chairman may command disciplinary personnel or security guards to maintain order in the meeting venue. Such disciplinary personnel or security guards shall wear armbands or

identification passes carrying the wording of “Disciplinary Personnel” when on duty.

If the meeting venue is equipped with audio equipment by the company, the chairman may stop shareholders from using other equipment while speaking.

If any shareholders violate the meeting regulations and procedures, disobey the chairman’s correction, disrupt meeting proceedings, and refuse to cooperate when ordered to discontinue their misbehaviors, the chairman may instruct disciplinary personnel or security guards to escort them to leave the meeting venue.

- Article 18 When a meeting is in session, the chairman may set time for breaks. In force majeure situations, the chairman may decide to temporarily suspend the meeting and announce when to resume the meeting depending on the circumstances.

If a meeting cannot be continued at the meeting venue before the agenda, (including extemporary motions) of the meeting is concluded, the shareholders’ meeting may be adjourned to another location by vote to continue the meeting.

The shareholders’ meeting may resolve to postpone or resume a meeting within five days in accordance with Article 182 of the Company Act.

- Article 19 If a virtual shareholders' meeting is convened, after a vote is concluded, the Company shall immediately disclose voting and election results on the shareholders' meeting video conferencing platform according to regulations, and shall continue to disclose the results for at least 15 minutes after the chairperson announces the meeting is adjourned.

- Article 20 When the Company convenes a virtual shareholders' meeting, the chairperson and minutes taker must be in the same location in Taiwan, and the chairperson must announce the address of the location during the meeting.

- Article 21 If a virtual shareholders' meeting is convened, the Company may provide shareholders with a simple connection test before the meeting, and provide services before and during the meeting to help handle technical issues with communication.

If a virtual shareholders' meeting is convened, the chairperson shall announce situations where postponement or resumption of the meeting is not required according to Article 44-20, Paragraph 4 of the Regulations Governing the Administration of Shareholder Services of Public Companies when calling the meeting to order. Furthermore, if the video conferencing platform or video call malfunctions for 30 minutes or longer due to natural disasters, incidents, or other force majeure events before the chairperson announces the meeting is adjourned, and the meeting must be postponed or resumed within 5 days, Article 182 of the Company Act shall not be applicable.

If a shareholders' meeting is postponed or resumed, the Company shall handle matters according to Article 44-20 of the Regulations Governing the Administration of Shareholder Services of Public Companies and relevant articles.

- Article 22 If the Company convenes a virtual shareholders' meeting, suitable alternatives must be provided for shareholders who have difficulty attending the shareholders' meeting via video call.

- Article 23 Regulations and Procedures of Shareholders’ Meeting were established on Mar 28, 1979

First amendment on April 10, 1990, second amendment on May 26, 1998, third amendment on Jun 14, 2002, 4th amendment on Jun 6, 2012, 5th amendment on Jun 17, 2015, 6th amendment on Jun 6, 2012, 7th amendment on Jun 14, 2023

The Regulations and Procedures shall take effect after approval by the shareholders’ meeting and the same procedure shall apply when amendments are made.

Appendix II

Pacific Construction Co., Ltd.

Articles of Incorporation

Chapter 1 General Provisions

Article 1: The name of the company is 太平洋建設股份有限公司 which is incorporated pursuant to the Company Act. The English name is PACIFIC CONSTRUCTION CO., LTD.

Article 1-1: The name of the company (ie "Pacific") and the trademarks applied for registration in accordance with laws and regulations shall be approved by the company's board of directors before being authorized to use by the company's affiliates or other third parties.

The company's trademark authorization measures shall be separately formulated by the resolution of the board of directors.

Article 2: The following is the business scope of the company:

- 1 、 E101011 Comprehensive construction industry.
- 2 、 H701010 Residence and building development, lease and sale.
- 3 、 CA02010 Metal structure and building component manufacturing industry.
- 4 、 H701020 Industrial plant development, lease and sale.
- 5 、 H701040 Specific professional zone development industry.
- 6 、 H701050 Invest in the construction of public construction industry
- 7 、 H701060 Development of new towns and communities.
- 8 、 H701070 Section expropriation and municipal rezoning agency Business.
- 9 、 H703090 Real estate trading business.
- 10 、 H703100 Real estate leasing industry.
- 11 、 I102010 Investment consulting industry.
- 12 、 E502010 Fuel pipe installation engineering industry.
- 13 、 E599010 Piping engineering industry.
- 14 、 H701080 Urban renewal and reconstruction industry.
- 15 、 H701090 Urban renewal, renovation, maintenance and construction.
- 16 、 J101990 Other environmental sanitation and pollution prevention service industries.
- 17 、 D501010 Hot Spring Collection Industry.
- 18 、 ZZ99999 In addition to permitted business, businesses that are not prohibited or restricted by laws and regulations may be conducted.

Article 3 : The Company is incorporated in Taipei City. The Company may establish branch office, business unit or subsidiary plant in the Republic of China or foreign countries if necessary.

Article.4: The Company may act as a guarantor for another person. The announcements made by the Company is handled in accordance with the Article 28 of the Company Act.

Chapter II Shares

Article 5: The Company's total capital is NT\$16,600,000,000, which is divided into 1,660,000,000 shares with a face value of NT\$10 per share. The Board of Directors is authorized to issue separately the un-issued shares.

Article 6: The share certificates of the Company shall be signed by, or affixed with seals of the director on behalf of the company, and issued after obtaining a bank visa as a stock issuer in accordance with the law.

The Corporation may issue shares without printing share certificate(s), which shall be authenticated by the competent authority before issuance, and in accordance with the regulations of the agency.

Article 7: Shareholders shall fill in the seal card and submit it to the company for storage. When shareholders receive dividends, bonuses, or communicate with the company in writing and exercise other rights, they shall rely on the seal. The establishment, revocation, and renewal of the seal card shall be handled in accordance with the regulations of the competent authority.

Article 8: The transfer, inheritance, gift, loss and destruction of securities issued by the company shall be handled in accordance with the Company Act and relevant laws and regulations.

Article 9: The registration of share transfer will be halted within sixty days prior to a general meeting, thirty days prior to an extraordinary meeting or five days prior to the closing date regarding a distribution of dividends and bonus or other interests.

Chapter III Shareholders' Meeting

Article 10: The Company holds two types of shareholders' meetings: annual general shareholders' meetings and special shareholders' meetings. Annual general shareholder's meeting shall be convened within six months after close of each fiscal year; the special meeting will be held if necessary.

Unless otherwise provided for by Company Act, the shareholder's meetings shall be convened by the Board of Directors. A notice to convene a general/special shareholders' meeting referred to in the preceding Paragraph shall be given to the shareholders 30/15 days in advance. The notice shall indicate the meeting date, meeting place, and the reason for convening the meeting. The Company shall notify the shareholders by public notice.

The Company's shareholders' meetings can be held by means of video conferencing or other methods announced by the central competent authority.

Article 11: If a shareholder is unable to attend a meeting, he/she may appoint a representative to attend, in accordance with Article 177 of the Company Act., promulgated by the competent authority by submitting proxy form printed and distributed by the Company and specifying the scope of authority therein. A shareholder may issue only one proxy form and appoint only one proxy for any given shareholders' meeting. The proxy vote shares held by one proxy representing two or more principals may not exceed 3% of the total shares issued by the company. Any votes exceeding such limit will not be counted. When there is more than one representative of a corporate shareholder, the exercise of its voting rights shall be calculated on the basis of the shares held by them.

Article 12: Unless otherwise provided for by law, the voting right of the Company's shareholders is based on one-share-one-vote.

Article 13: Unless otherwise provided for by law, a resolution of a shareholders' meeting shall be adopted by a majority vote of the shareholders who are present at the meeting and represent more than half of the total number of issued shares.

Article 14: Minutes shall be duly worked out for the decisions resolved in the shareholders' meeting. The minutes shall be signed or affixed with a seal by the chairman and shall be served to all shareholders within the legal period. The minutes may be distributed by public announcements. The meeting minutes shall be recording any resolutions being made, the meeting dates, times, the chairman's name, the voting procedures.

Chapter IV Directors and audit committee

Article 15: There shall be 7 to 11 Directors of the Company, who are elected and appointed from the persons with legal capacity at the shareholders' meeting. The number of directors to be elected shall be determined by the board of directors within the aforementioned range. There is three-year tenure and the directors are eligible for re-election.

There shall be at least three independent directors in the above-mentioned number of directors.

The company's directors shall be elected by adopting candidate nomination system at the shareholders' meeting.

The election of Independent, Non-Independent Directors should be held together, yet with the elected calculated separately.

The professional qualifications, shareholding, restrictions on concurrent positions held, method of nomination and election, and other compliance matters with respect to independent directors shall be conducted in accordance with the Securities and Exchange Act, applicable laws and regulations.

Article 16: The Board of Directors shall consist the directors of the Company and execute all business of the company according to laws and regulations and resolutions of the shareholders meeting, shall have the rights listed below:

1. Convene a shareholder meeting and implement its resolutions
2. The business guideline establishment
3. To determine the budget and final account
4. Inspection of various rules and stipulations
5. Decisions on the establishment and abolition of branches
6. Appointment and dismissal of important personnel of the company
7. According to the company's various regulations, make relevant resolutions related to the company's business
8. The company's decision to apply for financing loans from financial institutions
9. to formulate any important matters

Article 16-1: The total amount of the company's reinvestment may not be restricted by Article 13 of the Company Act. The management decision of the reinvestment shall be authorized by the board of directors.

Article 17: The company has one chairman and one vice-chairman. The method of formation and eligibility for election shall be handled in accordance with Article 208 of the Company Act.

The chairman internally is the chairman of the shareholders meeting and the board of directors, and shall externally have the authority to represent the Company.

Where the chairman has taken leave or is unable to perform his duties for any reasons, the vice chairman shall act in his place. Where there is no vice chairman or the vice chairman is also unavailable, the chairman shall appoint a director to act on his behalf, failing which the directors shall nominate from among them a person to act on behalf of the chairman.

Article 18: The convening of the Board of Directors of the company shall be notified to all directors, within 7 days via e-mail or fax, in case of an urgent circumstances, an interim Board meeting may be held at any time.

The board of directors meeting shall be convened by the chairman or his/her agent. Unless otherwise stipulated by the Company Act, the resolutions of the board of directors shall be attended by more than half of the directors and with the consent of more than half of the directors present.

If the director is unable to attend the board meeting, they may appoint another director to attend as their proxy and give to that director a written proxy stating the scope of authorization with respect to the reasons for meeting. A director may accept a proxy from one person only.

Article 19: Any resolution passed at a meeting of the board of directors should be stated in the minutes, shall bear the signature or seal of chairman and be well preserved in the company. The minutes of a board of directors meeting shall be distributed to each director within the statutory period.

Article 20: In compliance with the Securities and Exchange Act, the Company shall establish an audit committee, which shall consist of all independent directors.

The duties, rules of meeting and other matters of the audit committee shall be in accordance with the relevant rules of the competent securities authority.

Article 21: The board of the directors shall have the power to determine the transportation expenses and remuneration of directors, based with reference to the standards implemented by the other companies in the same industry, and shall consider the recommendations of the Salary and Remuneration Committee. The company may purchase liability insurance for directors in accordance with relevant laws and regulations, and the scope of insurance is authorized by the board of directors.

Chapter V Managers

Article 22: The company has one general manager and several deputy general managers. The general manager takes the policy decided by the board of directors to supervise all the business of the company, and the deputy general manager assists him/her.

Article 23: The appointment, removal and compensation of the manager shall be determined in

accordance with Article 29 of the Company Act.

Chapter VI Accounting

Article 24: The Company's fiscal year shall commence on January 1 and terminate on December 31 every year and settlement of accounts shall be once a year.

Article 25: The Company shall, at the end of each fiscal year, prepare the following reports and submit to the shareholders' meeting for recognition.

1. Business Operation Report,
2. Financial Statements, and
3. Measures on profit distribution or deficit compensation.

Article 26: If the Company gains any profits in the year, it shall allocate 1 to 2% as employee compensation, which shall be distributed in stock or cash by the resolution of the board of directors. The distribution objects may include employees of controlling or affiliated companies that meet certain conditions; The company is able to increase the amount of profit, and the board of directors decided to allocate no more than 2% of the cash to the directors' remuneration. The remuneration distribution plan for employees and directors shall be reported to the shareholders meeting.

However, when the company still has accumulated losses, it shall reserve the amount of compensation in advance, and then allocate employee remuneration and directors' remuneration in proportion to the preceding paragraph.

Article 26-1: The company's earnings distribution or loss allowance can be made after the end of each half year. The earnings distribution or loss allowance proposal should be submitted to the audit committee together with the business report and financial statements for review and then submitted to the board of directors for resolution. If there is a earnings in the semi-annual final accounts, it should be estimated and retained taxable contributions, compensation of accumulated losses, employee remuneration and directors' remuneration, and 10% of the statutory earnings reserve shall be allocated. However, when the statutory earnings reserve has reached the amount of paid-in capital of the company, it is no longer to list statutory earnings reserve.

The Company's earnings of the year, if any, it shall pay income tax in accordance with the law, and after offset the accumulated losses in the previous years, a statutory surplus reserve of 10% shall be allocated, and the company shall set aside the special reserve as stipulated by the law or the competent authority. The distributable earnings for the current year, and the adjustment amount of the accumulated undistributed earnings for the first half of the year, is the cumulative distributable earnings.

The cumulative distributable earnings shall be distributed by the board of directors. When new shares are issued, it shall be submitted to the shareholders meeting for distribution after a resolution; when cash is issued, it shall be authorized in accordance with Article 240, Item 5 of the Company Act. The board of directors shall present the earning distribution proposal by more than two-thirds of the directors and the resolutions approved by more than half of the directors, and then report to the

shareholders meeting.

The afore mentioned cash and stock dividends to be distributed are limited to 30% ~100% of the current year's distributable earnings. However, the company may consider the future business and major capital expenditure plans, and prioritize the retention of funds, then dividends will be distributed.

The company's corporate life cycle is at a mature and stable stage, the industrial environment is changeable, in response to the boom and market changes, consider the business plan, profitability and investment capital needs, etc., adopts a residual dividend policy to distribution the cash and stock dividends. The cash dividend ratio shall not be lower than 20% of the combined cash and stock dividends paid in the current year. However, when the earnings of the shareholders distributed for the year is not more than NT\$1.00 per share, or when the debt ratio is higher than 50%, the entire amount may be distributed as stock dividends.

Article 27: According to the needs of the business, the company can allocate average dividend reserve, expand improvement reserve, debt repayment reserve, accident loss reserve, etc. The proposal shall be subject to the resolution of the shareholders meeting, after deducting the statutory reserve and special earnings reserve, withdrawal directly from the earnings.

Chapter VII Supplementary Articles

Article 28: The company's organizational rules, internal rules and working rules are separately determined by the board of directors.

Article 29: The Company Act and other applicable laws rules shall govern any matter not prescribed herein.

Article 30: These Articles of Incorporation were enacted on April 11, 1967, and the first amendment was made on September 26, 1968, the 2nd amendment was made on June 16, 1974, the 3rd amendment was made on July 16, 1976, the 4th amendment was made on Nov 20, 1977, the 5th amendment was made on June 30, 1978, the 6th amendment was made on Mar 28, 1979, the 7th amendment was made on Apr 24, 1980, the 8th amendment was made on May 18, 1981, the 9th amendment was made on May 19, 1982, the 10th amendment was made on May 10, 1983, the 11th amendment was made on Apr 26, 1984, the 12th amendment was made on May 02, 1985, the 13th amendment was made on May 09, 1986, the 14th amendment was made on Mar 31, 1988, the 15th amendment was made on June 14, 1989, the 16th amendment was made on Apr 10, 1990, the 17th amendment was made on Apr 17, 1991, the 18th amendment was made on Apr 21, 1992, the 19th amendment was made on Apr 21, 1994, the 20th amendment was made on Apr 20, 1995, the 21th amendment was made on May 15, 1996, the 22th amendment was made on May 30, 1997, the 23th amendment was made on May 26, 1998, the 24th amendment was made on June 04, 1999, the 25th amendment was made on May 26, 2000, the 26th amendment was made on June 15, 2001, the 27th amendment was made on June 14, 2002, the 28th amendment was made on June 26, 2003, the 29th amendment was made on May 28, 2004, the 30th amendment was made on June 15, 2006, the 31th amendment was made on Jan 25, 2007, the 32th amendment was made on June 19, 2009, the 33th amendment was made on Apr 29, 2010, the 34th amendment was made on June 17, 2011, the 35th amendment was made on June 06, 2012, the 36th

amendment was made on June 18, 2013, the 37th amendment was made on June 18, 2014, the 38th amendment was made on June 17, 2015, the 39th amendment was made on June 16, 2016, the 40th amendment was made on June 15, 2018, the 41th amendment was made on June 13, 2019, the 42th amendment was made on June 12, 2020, the 43th amendment was made on June 14, 2023, implemented after the resolution of the shareholders meeting

Appendix III

Pacific Construction Co., Ltd. The Rules of Procedures for Election of Directors

- Article 1** The election of directors of the company is in accordance with the provisions of these Regulations.
- Article 2** The Company's directors should be elected through single-named cumulative voting. In election of the Company's directors, each share is entitled to the voting rights equivalent to the number of directors to be elected. The voting rights may be concentrated to one candidate or be allocated among several candidates. Those receiving ballots representing the highest numbers of voting rights will be elected sequentially according to their respective numbers of votes. When two or more persons receive the same number of votes, thus exceeding the specified number of positions, they shall draw lots to determine the winner, with the chair drawing lots on behalf of any person not in attendance. Independent and non-independent directors shall elect at the same time, with voting rights separately calculated.
- Article 3** Before the start of the election, the Chairman shall appoint several scrutineers and tellers to perform various related duties. Scrutineers must be shareholders.
- Article 4** Elections of directors at this Corporation shall be conducted in accordance with the candidate nomination system and procedures set out in Article 192-1 of the Company Act.
- Except where the Competent Authority has granted approval, the following relationships may not exist among more than half of a company's directors:
1. spousal relationship.
 2. familial relationship within the second degree of kinship.
- When there are some among the directors who do not meet the conditions, the election of the director receiving the lowest number of votes among those not meeting the conditions shall be deemed invalid.
- The election of independent directors of the Company shall comply with Articles of the "Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies".
- Article 5** The board of directors shall prepare separate ballots for directors in numbers corresponding to the directors or supervisors to be elected. The number of voting rights associated with each ballot shall be specified on the ballots, which shall then be distributed to the attending shareholders at the shareholders meeting. Attendance card numbers printed on the ballots may be used instead of recording the names of voting shareholders.
- Article 6** Voters must clearly fill in the name or account name of the candidate in the 'Candidate' column on the ballot. However, when the candidate is the government or a legal entity, the candidate's account name column on the ballot should list the name of the

government or legal entity, and may also include the name of their representative. If there are multiple representatives, the names of each representative should be added separately.

Article 7 A ballot is invalid under any of the following circumstances:

- (1) The ballot was not prepared by the Company.
- (2) Election ballots that have not been put into the ballot box.
- (3) A blank ballot is placed in the ballot box.
- (4) The writing is unclear and indecipherable or has been altered.
- (5) The name of the candidate filled in does not match the list of director nominees upon verification.
- (6) Except for filling in the candidate's name or account name, any additional text included.
- (7) Two or more candidates are listed on the same ballot.

Article 8 The voting rights shall be calculated at the end of the poll and the Chairman shall announce the voting results on-site immediately.

Article 9 The Board of Directors shall issue notifications to the each persons elected director.

Article 10 Matters not provided herein shall be subject to the provisions of the Company Act and other applicable laws and regulations.

Article 11 The Rules, and any amendments hereto, shall be implemented after approval by a shareholders meeting.

Article 12 The Procedures were adopted on May 8, 1977.
The 1st amendment was made on May 19, 1982.
The 2nd amendment was made on June 14, 2002.
The 3rd amendment was made on June 15, 2006.
The 4th amendment was made on June 13, 2019.
The 5th amendment was made on June 14, 2024.

Appendix IV

Pacific Construction Co., Ltd. Current Shareholdings of Directors

As of April 12, 2025

The legal minimum number of shares to be held by all Directors (Rules and Review Producedure for Director and Supervisor share Ownership Ratioa at Public Companies)		Number of Shareholdings of all Directors on the Book closure date
The total number of registered shares held by all directors shall not be less than 5% of the total issued shares of the company. If two or more independent directors are elected, the percentage of shares held by all directors other than the independent directors shall be reduced to 80% based on the ratio in the preceding paragraph. Common shares issued: 387,000,000 shares The legal minimum number of shares to be held by all Directors is 15,480,000 shares		The total current shareholdings of all directors: 33,851,683 shares, 8.74%.
Position	Name	Number of shareholdings on the closing date
Chairman	Liu I-Yee	9,021,585 shares
Director	Living Spring International Development Co., Ltd. Representative: Lei Chien	17,915,333 shares
Director	Allianz Investment Co., Ltd. Representative: Chang Chi-Ming	781,020 shares
Director	Living Spring International Development Co., Ltd. Representative: Yu Sheng-Yi	17,915,333 shares
Director	Fukunaga Investment Co., Ltd. Representative: Lai Yueh-Hsin	6,133,745 shares
Director	Living Spring International Development Co., Ltd. Representative: Liu Ming- Hyung	17,915,333 shares
Independent Director	Lin Hao-Li	0 shares
Independent Director	Wu Chin-Jung	0 shares
Independent Director	Chen Kin-Lung	0 shares
Total	33,851,683 shares (Accounted for 8.74% of the total issued shares)	

Note: All Directors were re-elected on June 14, 2022.