Handbook for the 2026 Annual Meeting of Shareholders

HONG PU REAL ESTATE DEVELOPMENT

TWSE：2536

宏普建設股份有限公司

股票代號：2536

115年股東常會議事手冊

開會時間：一一五年六月十七日(星期三)上午九點三十分

開會地點：台北市大安區敦化南路二段19號3樓

【寶紘敦南國際會議中心】

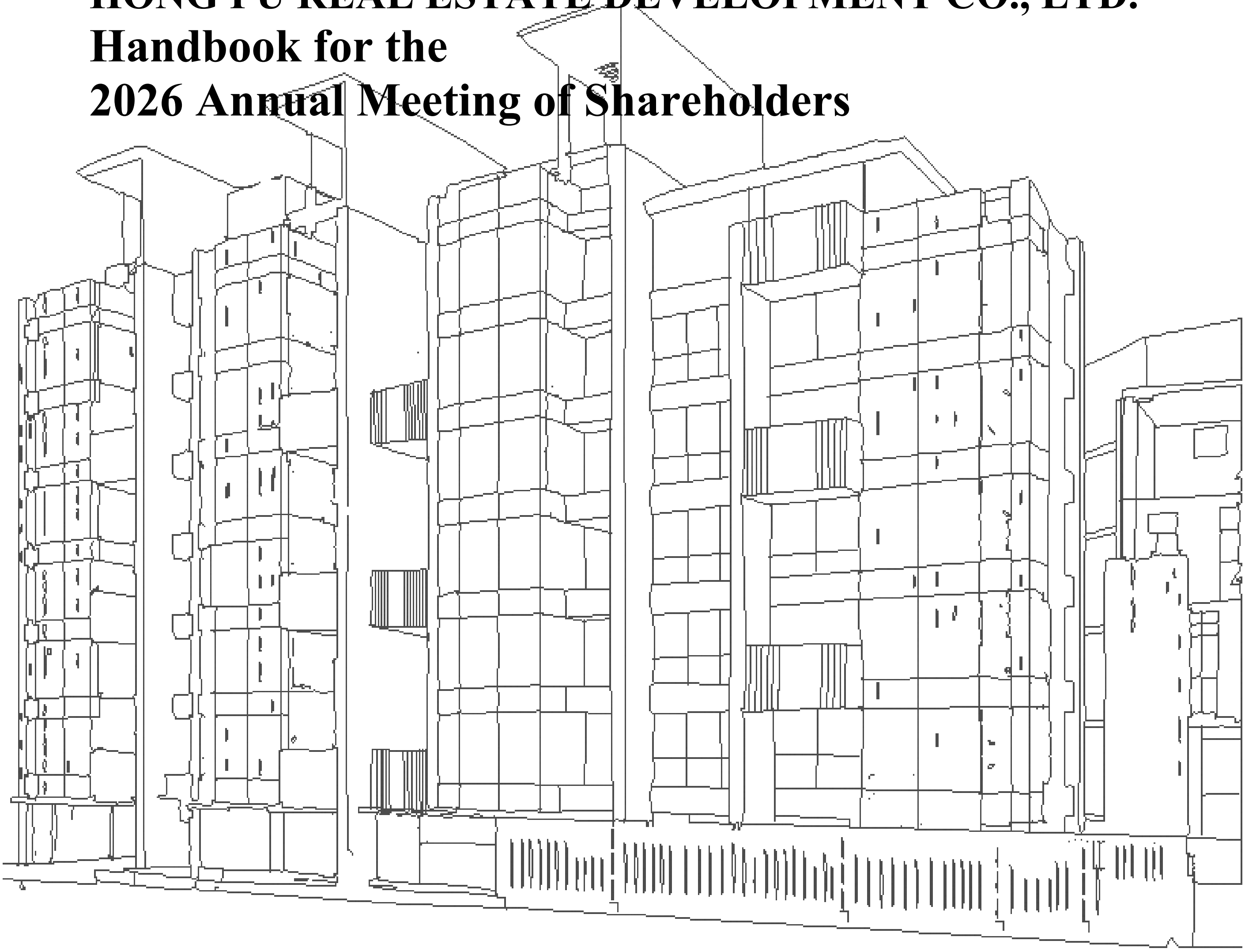
Meeting Time:9:30 a.m. on Wednesday, June 17, 2026

Meeting Place:3 F., No. 19, Sec. 2, Dunhua S. Rd., Da'an Dist., Taipei City (PAO-HUNG Dunnan International Conference Center)

宏普建設股份有限公司

一一五年股東常會議事手冊

HONG PU REAL ESTATE DEVELOPMENT CO., LTD.
Handbook for the
2026 Annual Meeting of Shareholders



(Translation – In case of any discrepancy between the Chinese and English Versions, the Chinese version shall prevail.)

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Hong Pu Real Estate Development Co., Ltd.

Procedure for the 2026 Annual Meeting of Shareholders

Time: 9:30 a.m. on Wednesday, June 17, 2026

Place: 3 F., No. 19, Sec. 2, Dunhua S. Rd., Da'an Dist., Taipei City
(PAO-HUNG Dunnan International Conference Center)

Shareholders meeting will be held by means of physical shareholders

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Ⅳ. Questions and Motions

Ⅴ. Adjournment

Management Presentations

Proposal 1

Proposal: 2025 Business Report

Explanation: Please refer to the following for the Company's year 2025 Business Report:

2025 Business Report

Dear Shareholders,

Looking back at year 2025, benefiting from strong export performance in the semiconductor and AI-related industries, the economic growth rate is estimated to reach a recent high. While economic indicators and the stock market have delivered impressive performances, the real estate market has not shared in this momentum and has instead undergone a downward adjustment. Following the central bank's implementation of its seventh round of selective credit control measures and the tightening of mortgage lending by banks, overall liquidity conditions remain constrained. Developers have consequently adopted a more conservative approach toward land acquisition, project launches, and financing strategies. Investment-driven demand has largely exited the market, giving way to more rational owner-occupier and upgrader demand, resulting in a market characterized by declining transaction volumes and gradually softening prices.

In terms of operating income, delivery of pre-sale project, "Garden Park", "New Era Garden 1", "New Era Garden 2", and rental income from "MGH Mitsui Garden Hotel" and "World Trade Plaza" contributed to the company's revenue. During 2025, the Company's revenue was mainly derived from the recognition of income from the completion and handover of major pre-sale projects, resulting in an increase in operating revenue compared with the prior year.

A. Operating Performance in 2025

1. Achievement of operating plan

   We have achieved 2025 revenue of NT$10,460,323K, compared with NT$2,449,455K in 2024, an increase of NT$8,010,868K.

The main reason for the increase in both revenue and operating costs this year is the completion and delivery of "Garden Park" and "New Era Garden 1"and "New Era Garden 2"properties, as well as rental income from "MGH Mitsui Garden Hotel" and "World Trade Plaza.

2. Budget implementation

Our company is not required to file a financial forecast for fiscal year 2025 and 2024.

3. Financial revenue and expenditure

Financial expenditures include capitalized interest expense NT$664,475K in 2025and NT$679,553K in 2024. It decreased NT$15,078K. Mainly due to the Company repaid a portion of its borrowings using proceeds from the handover of completed residential units, resulting in a decrease in interest expense in 2025.

4. Profitability analysis

Item		Year 2025	Year 2024
ROA (%)		3.12	1.06
ROE (%)		8.17	1.54
As a % of paid in capital	Op. income	47.52	9.28
	Pretax profit	38.21	6.30
Net margin (%)		10.14	7.79
EPS (NT$)	Diluted earnings per share	3.19	0.61
	Adjusted diluted earnings per share	-	-

Our analysis is derived from the above figures:

The main operations for year 2025 were primarily reflected in the revenue aspect, including the completion and delivery of "Hong Pu Garden Park", "Great Mansion" and "Fashion Mansion" as well as rental income from "MGH Mitsui Garden Hotel" and "World Trade Plaza." These factors led to an increase in both revenue and operating costs, resulting in an overall reduction in gross profit.

5. Research and development status

(1) Constructions planning and design: In order to design better projects, the location and the corresponding environment must be appealing. In

addition, we must evaluate and balance our customer needs against the construction laws set by the government to ensure that the project will be satisfactory to both parties upon completion. In order to do so, we will be incorporating computerized simulation and planning software.

(2) Construction and management: Our construction department strives to study various technologies and building materials to improve efficiency and bring down construction costs.

(3) Market research: To truly understand the property market, our marketing department studies land and property market data from various areas regularly and uses the analyzed data as a basis for positioning new projects and marketing strategies.

B. Business plan in 2026

Looking forward to 2026, while major economies may have room for a gradual easing of monetary policy, uncertainty remains regarding the pace and magnitude of interest rate cuts. Ongoing international political and economic developments, as well as geopolitical risks, continue to affect capital flows and investor confidence. Domestically, the central bank is expected to maintain a prudent policy stance, and banking credit conditions are unlikely to ease significantly in the short term. Mortgage interest rates and loan-to-value ratios will continue to influence homebuying decisions. Meanwhile, changes in demographic structure and the transformation of housing demand indicate that the market will continue to be primarily supported by owner-occupiers, upgrader demand, and long-term holders. Overall, the real estate market is gradually returning to a more rational footing, with transaction volumes remaining subdued, price trends stabilizing, and regional and product segmentation becoming increasingly pronounced.

For the Company’s projects, including the "Dazhi" in Taipei, "Yongkang" in Tainan, and "Zhongli 146" in Taoyuan, sales strategies or project launch times will be adjusted according to market conditions, and there may be opportunities to join the sales lineup, contributing to future revenue and profits.

Revenue recognition for the year 2026 will focus on the completion and delivery "Garden Park" and the project "ITC". In addition, rental income from rental income assets such as " MGH Mitsui Garden Hotel " and " World Trade Plaza " will also contribute to revenue recognition. It is expected that this year's revenue and profits will decrease compared to previous years.

We have our year 2026 operation schedule below:

1. Business objectives

   (1) Accelerate land-bank development and continue to acquire quality land bank.

   (2) Position our projects within proper niches.

   (3) Maintain strong construction quality and good cost management.

   (4) Sustain sound financial planning and financing strategy.

   (5) Develop assets generate long-term rental income.

2. Sales forecast and sales policy

   In 2026, the Company's revenue will be aimed for the projects, "ITC", and contribute form the completed projects, “Garden Park”. Rental income from assets such as "MGH Mitsui Garden Hotel" and "World Trade Plaza" will be also recognized as operating revenue.

3. Construction and marketing strategies

   (1) Construction

   - ◆ The development is based on the whole of Taiwan (all counties and cities).
   - ◆ Focus on residential property and office building.

   (2) Marketing

   - ◆ Design projects based on targeted customer’s demand and consumption power.
   - ◆ Base our marketing strategy on project plans and Taipei city development to maintain profitability.

C. Future developing strategies and effects of external competition, legal and macroeconomic environment:

1. Hong Pu is major in Taipei City and New Taipei City, as well as some potential areas outside greater Taipei. We prefer to choose convenient transportation and life function land-piece to developing self-owned, joint venture or renewal projects. Beside residential buildings, we will put efforts on rent or sale of commercial office buildings.

2. Property development is not only high capital density, but also professional skills of land acquiring and product positioning and project planning. We have competitive strength of market research, quality control and solid financial situation to build up brand name.
3. Although it has entered a cycle of interest rate hikes, domestic interest rates are still at a low level and our healthy financial structure, we plan to develop long-term income properties and adjust business strategies.
4. As a result of the Ministry of the Interior's introduction of amendments to the “Equalization of Land Rights Act”, it makes high sales price projects market is slow. The public still has demand for anti-inflation, especially the large population in the capital living area of Keelung, Taipei, New Taipei and Taoyuan. Fundamental and middle sales price projects become main stream.

All of our management team will endeavor to accomplish the goals set for the year. Thank you for your continued support and encouragement.

Yours sincerely,

Chairman：W.L. Yu

C.E.O. ：W.K. Tuan

Manager of accounting dept：P.S. Liu

Proposal 2

Proposal: Audit Committee's Review Report on the 2025 Financial Statements

Explanation: 1. The 2025 Financial Statements and Business Report were audited by independent auditors and examined by the Audit Committee of the Company.

2. Please refer to page 9 to 16 for the 2025 Financial Statements and Business Report.

Audit Report by the Audit Committee

The Board of Directors has submitted the Company's 2025 annual business report, financial statements and profit distribution proposal, among which the finance report has been entrusted to the certified public accountants, Hsu Ming Fang and Horng Shyh Gang of KPMG Taiwan for auditing to generate an audit report. The audit Committee has verified the above-mentioned business report, financial statements and profit distribution proposal. No discrepancy is found and the committee hereby presents the report in accordance with Article 14-5 of the "Securities and Exchange Act" and Article 219 of th "Company Act" for your approval.

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Hong Pu Real Estate Development Co., Ltd.

Convener: ____________________

H.K. LI

May 6, 2026

Independent Auditors' Report

To the Board of Directors of Hong Pu Real Estate Development Co., Ltd.:

Opinion

We have audited the financial statements of Hong Pu Real Estate Development Co., Ltd. ("the Company"), which comprise the balance sheet as of December 31, 2025 and 2024, the statement of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the financial statements, including a summary of material accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2025 and 2024, and its financial performance and its cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

Basis for Opinion

We conducted our audit in accordance with the Regulations Governing Financial Statement Audit and Attestation Engagements of Certified Public Accountants and Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with The Norm of Professional Ethics for Certified Public Accountants of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis of our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

1. Revenue recognition

   Refer to note 4 (m) for the relevant accounting policy regarding recognition of revenue, and refer to note 6 (s) for relevant disclosures.

   Description of key audit matter:

   The main operation income of the Company is derived from the sales of premises. Sales customers are numerous and scattered, and the income-related control mostly relies on manual execution. Therefore, the recognition of revenue has been identified as one of the key audit matters in conducting the examination of the financial statement.

   How the matter was addressed in our audit:

   Our principal audit procedures included:

- Compare the policy concerning the revenue recognition with the accounting standards, in order to assess the appropriateness of the policy adopted by the Company.
- Inspect the main compositions of the revenue through review the sales contract to verify the authenticity of transaction and confirm whether the timing of recognition matches with accounting policies and standards.

2. Inventory valuation

   Refer to note 4 (g) for accounting policy regarding the inventories valuation; refer to note 5 for accounting estimation and assumption of the inventories valuation; please refer to note 6 (c) for relevant inventory disclosures.

   Description of key audit matter:

   In the financial statements, inventory is measured at the lower of the cost or net realizable value. Due to legal regulations and the business cycle, which affect the transaction volume and sales in the real estate market, the gross profit of products may be affected, resulting in the risk that the inventory cost may be higher than the net realizable value.

   How the matter was addressed in our audit:

   Our principal audit procedures included:

- Evaluating whether the inventory estimate was in accordance with business cycle and other economic law.
- Evaluating whether the provided market price data have been updated on regular or irregular basis to reflect the current economic conditions.
- Obtaining an understanding of current market trends and business strategies from management, and obtaining sufficient audit evidence to ascertain the accuracy of inventory valuation.

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

Auditors' Responsibilities for the Audit of the Financial Statements

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

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

1. Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company' s ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.

5. Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

6. Obtain sufficient and appropriate audit evidence regarding the financial information of the investment in other entities accounted for using the equity method to express an opinion on this financial statements. We are responsible for the direction, supervision and performance of the audit. We remain solely responsible for our audit opinion.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audit resulting in this independent auditors' report are Hsu, Ming-Fang and Horng, Shyh-Gang.

KPMG

Taipei, Taiwan (Republic of China)

March 3, 2026

Notes to Readers

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

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

Independent Auditors' Report

To the Board of Directors of Hong Pu Real Estate Development Co., Ltd.:

Opinion

We have audited the consolidated financial statements of Hong Pu Real Estate Development Co., Ltd. and its subsidiaries ("the Group"), which comprise the consolidated balance sheet as of December 31, 2025 and 2024, the consolidated statement of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of material accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of Hong Pu Real Estate Development Co., Ltd. and its subsidiaries as at December 31, 2025 and 2024, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and with the International Financial Reporting Standards ("IFRSs"), International Accounting Standards (" IASs"), Interpretations developed by the International Financial Reporting Interpretations Committee ("IFRIC") or the former Standing Interpretations Committee ("SIC") endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Financial Statement Audit and Attestation Engagements of Certified Public Accountants and Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with The Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis of our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. 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. We have determined the matters described below to be the key matters to be communicated in our report.

1. Revenue Recognition

   Please refer to note 4 (m) for the relevant accounting policy regarding recognition of revenue, and refer to note 6 (s) for relevant disclosures.

   Description of key audit matter:

   The main operation income of Hong Pu Real Estate Development Co., Ltd. and its subsidiaries are derived from the sales of premises. Sales customers are numerous and scattered, and the income-related control mostly relies on manual execution. Therefore, the recognition of revenue has been identified as one of the key audit matters in conducting the examination of the financial statement.

How the matter was addressed in our audit:

Our principal audit procedures included:

- Compare the policy concerning the revenue recognition with the accounting standards, in order to assess the appropriateness of the policy adopted by Hong Pu Real Estate Development Co., Ltd. and its subsidiaries.
- Inspect the main compositions of the revenue through review the sales contract to verify the authenticity of transaction and confirm whether the timing of recognition matches with accounting policies and standards.

2. Inventory valuation

Please refer to note 4 (h) for accounting policy regarding the inventories valuation; refer to note 5 for accounting estimation and assumption of the inventories valuation; please refer to note 6 (c) for relevant inventory disclosures.

Description of key audit matter:

In the consolidated financial statements, inventory is measured at the lower of the cost and net realizable value. Due to legal regulations and the business cycle, which affect the transaction volume and sales in the real estate market, the gross profit of products may be affected, resulting in the risk that the inventory cost may be higher than the net realizable value.

How the matter was addressed in our audit:

Our principal audit procedures included:

- Evaluating whether the inventory estimate was in accordance with business cycle and other economic law.
- Evaluating whether the provided market price data have been updated on regular or irregular basis to reflect the current economic conditions.
- Otaining an understanding of current market trends and business strategies from management, and obtaining sufficient audit evidence to ascertain the accuracy of inventory valuation.

Other Matter

Hong Pu Real Estate Development Co., Ltd. has prepared its parent-company only financial statements as of and for the years ended December 31, 2025 and 2024, on which we have issued an unqualified opinion.

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

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and with the IFRSs, IASs, IFRC, SIC endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing Hong Pu Real Estate Development Co., Ltd. and its subsidiaries 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 Hong Pu Real Estate Development Co., Ltd. and its subsidiaries or to cease operations, or has no realistic alternative but to do so.

Those charged with governance (including the Audit Committee) are responsible for overseeing Hong Pu Real Estate Development Co., Ltd. and its subsidiaries financial reporting process.

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

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

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

1. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of Hong Pu Real Estate Development Co., Ltd. and its subsidiaries 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 Hong Pu Real Estate Development Co., Ltd. and its subsidiaries ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause Hong Pu Real Estate Development Co., Ltd. and its subsidiaries to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

6. Obtain sufficient and appropriate audit evidence regarding the financial information of the entities or business activities within Hong Pu Real Estate Development Co., Ltd. and its subsidiaries to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audit resulting in this independent auditors' report are Hsu, Ming-Fang and Horng, Shyh-Gang.

KPMG

Taipei, Taiwan (Republic of China)

March 3, 2026

Notes to Readers

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

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

Proposal 3

Proposal: Report of the 2025 Employees' Remuneration and Remuneration of Directors.

Explanation: Report of the 2025 Employees' Remuneration and Remuneration of Directors.

1. Profits of 2025 audited by KPMG is NT$1,074,836,829 before deducting remuneration of directors NT$2,200,000 and employees' remuneration NT$18,000,000 (operating expenses NT$11,937,403 + construction in progress – project expenses NT$6,062,597). In the Article 25 of Incorporation, employees' remuneration is not less than 1% of profits and remuneration of directors is not exceed 3% of profits. The amount employees' remuneration referred to in the preceding paragraph, no less than 1% shall be set aside for the distribution of remuneration to grassroots employees.
2. Remuneration of directors is 0.205% of profits, NT$2,200,000. Employees' compensation is 1.675% of profits, NT18,000,000.
3. Remuneration of directors will be distributed by cash NT$2,200,000. Employees' remuneration will be distributed by cash NT$18,000,000. Employee including the employees of subsidiaries of the company. Qualification requirements of employees are specified in the procedures for employees' compensation of the company.

Proposal 4

Proposal: Repeal the “Corporate Social Responsibility Best Practice Principles”.

Explanation: In 2021, the Taiwan Stock Exchange announced an amendment to the " Corporate Social Responsibility Best Practice Principles for TWSE/GTSM Listed Companies" renaming it the " Sustainable Development Best Practice Principles for TWSE/TPEx Listed Companies". This amendment aligns with international development trends, aims to achieve sustainable development goals, strengthens the implementation of sustainable development initiatives, and enhances the quality of sustainable development information disclosure, highlighting the company's commitment to sustainable development. Therefore, the company intends to abolish the "Corporate Social Responsibility Best Practice Principles" established in 2017.

Proposal 5

Proposal: Establish the “Sustainable Development Best Practice Principles”.

Explanation:

1. In 2021, the Taiwan Stock Exchange announced the amendment to the " Corporate Social Responsibility Best Practice Principles" renaming it the " Sustainable Development Best Practice Principles". This amendment aligns with international development trends, aims to achieve sustainable development goals, strengthens the implementation of sustainable development initiatives, and enhances the quality of sustainable development information disclosure, highlighting the company's commitment to sustainable development. Therefore, the company plans to revise the " Sustainable Development Best Practice Principles".
2. Please refer to page 31 to 38 for “Sustainable Development Best Practice Principles” to this Agenda Manual.

Proposals

Proposal 1 **【Proposed by the Board】**

Proposal: Adoption of the 2025 Business Report and Financial Statements.

Explanation: 1. The Company's Financial Statements, including the balance sheets, statements of comprehensive income, statements of changes in equity, and statement of cash flows, were audited by independent auditors, Miss M. F. Hsu and Mr. S. G. Horng of KPMG Certified Public Accountants. Also, Business Report has been examined by the Audit committee of the Company. Please ratify the Financial Statements.

2. Please refer to page 20 to 27 for The Company's Financial Statements to this Agenda Manual.

Resolution:

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

HONG PU REAL ESTATE DEVELOPMENT CO., LTD.

Balance Sheets

December 31, 2025 and 2024

(Expressed in thousands of New Taiwan dollars)

		December 31, 2025		December 31, 2024	
	Assets	**Amount**	**%**	**Amount**	**%**
	Current assets:				
1100	Cash and cash equivalents (note 6(a))	$ 2,127,520	6	1,347,324	3
1110	Financial assets at fair value through profit and loss	-	-	-	-
1150	Notes receivable, net (note 6(b)(s))	13,605	-	57,657	-
1170	Accounts receivable, net (note 6(b)(s))	6,279	-	30,746	-
1210	Other receivable-related parties (note 7)	-	-	3,960	-
1220	Current income tax assets	163	-	1,502	-
1320	Inventories (notes 6(c) ,8 and 9)	26,342,941	68	31,831,720	75
1410	Prepayments (note 9)	400,018	1	478,022	1
1476	Other financial assets-current (note 6(s))	4,048,615	11	3,400,502	8
1479	Other current assets	8,059	-	4,094	-
1480	Incremental costs of obtaining a contract (note 6(h)	1,177,476	3	1,634,373	4
	Total current assets	34,124,676	89	38,789,900	91
	Non-current assets:				
1550	Investments accounted for using equity method (note 6(d))	942,645	3	646,033	2
1600	Property, plant and equipment (note 6(e) and 8)	106,525	-	74,693	-
1755	Right-of-use assets (note 6(f))	117,952	-	131,432	-
1760	Investment property, net (note 6(g) and 8)	2,620,572	7	2,646,092	7
1920	Refundable deposits (note 9)	405,578	1	100,538	-
1990	Other assets	124,412	-	133,993	-
	Total non-current assets	4,317,684	11	3,732,781	9
	Total assets	$ 38,442,360	100	42,522,681	100

		December 31, 2025		December 31, 2024	
	Liabilities and Equity	**Amount**	**%**	**Amount**	**%**
	Current liabilities:				
2100	Short-term borrowings (notes 6(i),7 and 8)	$ 9,725,186	25	13,105,091	31
2110	Short-term notes and bills payable (note 6(j), 7, and 8)	4,340,959	11	5,707,482	13
2130	Current contract liabilities (note 6(s), 7 and 9)	6,932,788	18	7,022,857	17
2150	Notes payable	27,560	-	39,637	-
2170	Accounts payable	462,364	2	488,189	2
2200	Other payable	83,353	-	132,973	-
2230	Current tax liabilities	157,636	-	-	-
2280	Current lease liabilities (note 6(m))	11,360	-	11,043	-
2322	Current portion of long-term borrowings (notes 6(k), 7 and 8)	200,000	1	200,000	-
2399	Other current liabilities	57,125	-	58,805	-
	Total current liabilities	22,002,331	57	26,766,077	63
	Non-current liabilities:				
2530	Bonds payable (note 6(l))	1,000,000	3	1,000,000	2
2540	Long-term borrowings (notes 6(k), 7 and 8)	2,660,000	7	2,860,000	7
2580	Non-current lease liabilities (note 6(m))	113,140	-	124,500	-
2600	Other non-current liabilities	8,263	-	7,773	-
	Total non-current liabilities	3,781,403	10	3,992,273	9
	Total liabilities	25,783,734	67	30,758,350	72
	Equity:				
3110	Ordinary shares (note 6(q)	3,328,087	9	3,328,087	8
3200	Capital surplus (note 6(q)	2,042,348	5	2,042,348	5
	Retained earnings (note 6(q):				
3310	Legal reserve	2,022,574	5	2,002,163	5
3350	Unappropriated retained earnings	5,265,617	14	4,391,733	10
		7,288,191	19	6,393,896	15
	Total equity	12,658,626	33	11,764,331	28
	Total liabilities and equity	$ 38,442,360	100	42,522,681	100

See accompanying notes to financial statements.

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

HONG PU REAL ESTATE DEVELOPMENT CO., LTD.
Statements of Comprehensive Income
For the years ended December 31, 2025 and 2024
(Expressed in thousands of New Taiwan dollars except earnings per Share)

		2025		2024	
		Amount	%	Amount	%
	Operating revenue:				
4300	Rental revenue (note 6(n)(s) and 7)	$ 180,814	2	179,190	7
4511	Construction revenue (note 6(s))	10,279,737	98	2,269,778	93
	Net operating revenue	10,460,551	100	2,448,968	100
	Operating cost(note 6(o)):				
5300	Cost of rental sales	83,912	1	84,731	3
5510	Cost of construction sales	8,171,478	78	1,807,829	74
	Net operating cost	8,255,390	79	1,892,560	77
	Gross profit frome operations	2,205,161	21	556,408	23
	Operating expenses(note6(m)(o)(t) and 7):				
6100	Selling expenses	545,560	5	190,524	8
6200	Administrative expenses	75,841	1	53,241	2
	Total operating expenses	621,401	6	243,765	10
	Net operating income	1,583,760	15	312,643	13
	Non-operating income and expenses (note 6(l)(m)(u) and 7):				
7100	Interest income	34,585	-	22,485	1
7010	Other income	20,605	-	19,126	1
7020	Other gains and losses, net	(14,056)	-	200,821	8
7050	Finance costs	(344,229)	(3)	(311,453)	(13)
7060	Share of profit of associates accounted for using equity method	(9,388)	-	(20,622)	(1)
	Total non-operating income and expenses	(312,483)	(3)	(89,643)	(4)
7900	**Profit before income tax**	1,271,277	12	223,000	9
7951	**Less: income tax expenses (note 6(p))**	210,577	2	18,884	1
8200	**Profit**	1,060,700	10	204,116	8
	Other comprehensive income(loss):				
8360	**Items that may be reclassified subsequently to profit or loss:**				
8399	Income tax related to components of other comprehensive income that will be reclassified to profit or loss	-	-	-	-
8300	**Other comprehensive income (after tax)**	-	-	-	-
8500	**Comprehensive income**	**$ 1,060,700**	**10**	**204,116**	**8**
	Earnings per share (note 6(r)):				
9750	**Basic earnings per share (NT dollars)**	**$ 3.19**		**0.61**	
9850	**Diluted earnings per share (NT dollars)**	**$ 3.18**		**0.61**	

See accompanying notes to financial statements.

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

HONG PU REAL ESTATE DEVELOPMENT CO., LTD.
Statements of Changes in Equity
For the years ended December 31, 2025 and 2024
(Expressed in thousands of New Taiwan dollars)

			Retained earnings			
	Ordinary shares	Capital surplus	Legal reserve	Unappropriated earnings	Total	Total equity
Balance at January 1, 2024	$ 3,328,087	2,042,348	1,979,059	4,377,125	6,356,184	11,726,619
Profit	-	-	-	204,116	204,116	204,116
Other comprehensive income	-	-	-	-	-	-
Comprehensive income	-	-	-	204,116	204,116	204,116
Appropriation and distribution of retained earnings:						
Legal reserve	-	-	23,104	(23,104)	-	-
Cash dividends on ordinary shares	-	-	-	(166,404)	(166,404)	(166,404)
Balance at December 31, 2024	3,328,087	2,042,348	2,002,163	4,391,733	6,393,896	11,764,331
Profit	-	-	-	1,060,700	1,060,700	1,060,700
Other comprehensive income	-	-	-	-	-	-
Comprehensive income	-	-	-	1,060,700	1,060,700	1,060,700
Appropriation and distribution of retained earnings:						
Legal reserve	-	-	20,411	(20,411)	-	-
Cash dividends on ordinary shares	-	-	-	(166,405)	(166,405)	(166,405)
Balance at December 31, 2025	**$ 3,328,087**	**2,042,348**	**2,022,574**	**5,265,617**	**7,288,191**	**12,658,626**

See accompanying notes to financial statements.

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

HONG PU REAL ESTATE DEVELOPMENT CO., LTD.
Statements of Cash Flows
For the years ended December 31, 2025 and 2024
(Expressed in thousands of New Taiwan dollars)

	2025	2024
Cash flows from (used in) operating activities:		
Profit before income tax	$ 1,271,277	223,000
Adjustments:		
Adjustments to reconcile profit (loss):		
Depreciation expense	44,338	31,708
Amortization expense	1,078	756
Interest expenses	344,229	311,453
Interest income	(34,585)	(22,485)
Share of loss of associates accounted for using equity method	9,388	20,622
Gain on disposal of Investment property	-	(211,826)
Total adjustments to reconcile profit	364,448	130,228
Changes in operating assets and liabilities:		
Notes receivable	44,052	108,139
Accounts receivable	24,467	95,788
Other receivable-related parties	3,960	(3,277)
Inventories	5,782,641	(972,388)
Prepayments	78,004	(101,619)
Other current assets	(956)	34,093
Incremental costs of obtaining a contract	456,897	(97,636)
Other financial assets	(648,113)	(742,013)
Notes payable	(12,077)	(31,940)
Accounts payable	(25,825)	163,743
Other payable	(43,675)	(299,091)
Current liabilities	(90,069)	1,993,204
Other current liabilities	(1,680)	4,407
Total changes in operating assets / liabilities, net	5,567,626	151,410
Total adjustments	5,932,074	281,638
Cash flows from operations	7,203,351	504,638
Interest received	31,576	22,591
Interest paid	(640,03)	(660,731)
Income tax paid	(51,602)	(18,726)
Net cash flows from (used in) operating activities	6,543,289	(152,228)
Cash flows from (used in) investing activities:		
Acquisiton of investments accounted for using equity method	(306,000)	(51,000)
Acquisition of property, plant and equipment	(37,170)	(480)
Increase in refundable deposits	(306,788)	(5,204)
Decrease in refundable deposits	1,748	142,183
Proceeds from disposal of investment property	-	401,895
Increase in other non-current assets	8,503	27,490
Net cash flows (used in) from investing activities	(639,707)	514,884
Cash flows from (used in) financing activities:		
Increase in short-term borrowings	12,090,771	21,904,911
Decrease in short-term borrowings	(15,470,676)	(21,631,000)
Increase in short-term notes and bills payable	28,565,599	33,095,299
Decrease in short-term notes and bills payable	(29,932,122)	(33,295,371)
Proceeds from long-term borrowings	-	3,060,000
Repayment of long-term borrowings	(200,000)	(3,060,000)
Repayment of lease liabilities	(11,043)	-
Increase (Decrease) in other non-current liabilities	490	(703)
Cash dividends paid	(166,405)	(166,404)
Net cash flows (used in) from financing activities	(5,123,386)	(93,268)
Net increase in cash and cash equivalents	780,196	269,388
Cash and cash equivalents, at beginning of period	1,347,324	1,077,936
Cash and cash equivalents, at end of period	**$ 2,127,520**	**1,347,324**

See accompanying notes to financial statements.

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

HONG PU REAL ESTATE DEVELOPMENT CO., LTD. AND SUBSIDIARIES

Consolidated Balance Sheets

December 31, 2025 and 2024

(Expressed in thousands of New Taiwan dollars)

		December 31, 2025		December 31, 2024	
	Assets	**Amount**	**%**	**Amount**	**%**
	Current assets:				
1100	Cash and cash equivalents (note 6(a))	$ 2,645,411	7	1,422,876	3
1110	Current financial assets at fair value through profit and loss	-	-	-	-
1150	Notes receivable, net (note 6(b)(s))	13,605	-	57,657	-
1170	Accounts receivable, net (note 6(b)(s))	6,279	-	34,636	-
1220	Current income tax assets	899	-	1,568	-
1320	Inventories (notes 6(c), 8 and 9)	28,786,640	70	33,898,390	76
1410	Prepayments (note 9)	456,461	1	507,451	1
1476	Other current financial assets (note 6(s))	4,489,745	11	3,878,449	9
1479	Other current assets (note 9)	27,856	-	4,848	-
1480	Incremental costs of obtaining a contract (note 6(h))	1,419,092	3	1,855,861	4
	Total current assets	37,845,988	92	41,661,736	93
	Non-current assets:				
1600	Property, plant and equipment (note 6(e) and 8)	106,525	-	74,693	-
1755	Right-of-use assets (note 6(f))	117,952	-	131,432	-
1760	Investment property, net (note 6(g) and 8)	2,620,572	7	2,646,092	7
1920	Refundable deposits (note 9)	405,776	1	120,354	-
1990	Other non-current assets	125,286	-	134,867	-
	Total non-current assets	3,376,111	8	3,107,438	7
	Total assets	$ 41,222,099	100	44,769,174	100

		December 31, 2025		December 31, 2024	
	Liabilities and Equity	**Amount**	**%**	**Amount**	**%**
	Current liabilities:				
2100	Short-term borrowings (notes 6(i),7 and 8)	$ 10,680,186	26	13,995,091	31
2110	Short-term notes and bills payable (notes 6(j), 7 and 8)	4,340,959	11	5,707,482	13
2130	Current contract liabilities (note 6(s),7 and 9)	7,728,418	19	7,492,897	17
2150	Notes payable	33,134	-	39,637	-
2170	Accounts payable	556,480	2	498,466	1
2200	Other payable	91,506	-	366,776	1
2230	Current tax liabilities	157,636	-	-	-
2280	Current lease liabilities (note 6(m))	11,360	-	11,043	-
2322	Current portion of long-term borrowings (notes 6(k), 7 and 8)	200,000	-	200,000	-
2399	Other current liabilities	57,154	-	70,320	-
	Total current liabilities	23,856,833	58	28,381,712	63
	Non-current liabilities:				
2530	Bonds payable (note 6(l))	1,000,000	3	1,000,000	2
2540	Long-term borrowings (notes 6(k),7 and 8)	2,660,000	6	2,860,000	7
2580	Non-current lease liabilities (note 6(m))	113,140	-	124,500	-
2600	Other non-current liabilities	8,304	-	7,803	-
	Total non-current liabilities	3,781,444	9	3,992,303	9
	Total liabilities	27,638,277	67	32,374,015	72
	Equity:				
3110	Ordinary shares (note 6(q))	3,328,087	8	3,328,087	7
3200	Capital surplus (note 6(q))	2,042,348	5	2,042,348	5
	Retained earnings: (note 6(q))				
3310	Legal reserve	2,022,574	5	2,002,163	4
3350	Unappropriated retained earnings	5,265,617	13	4,391,733	10
		7,288,191	18	6,393,896	14
	Total Equity attributable to owners of parent:	12,658,626	31	11,764,331	26
36XX	Non-controlling interests (note6(d) and 13)	925,196	2	630,828	2
	Total equity	13,583,822	33	12,395,159	28
	Total liabilities and equity	$ 41,222,099	100	44,769,174	100

See accompanying notes to consolidated financial statements.

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

HONG PU REAL ESTATE DEVELOPMENT CO., LTD. AND SUBSIDIARIES
Consolidated Statements of Comprehensive Income
For the years ended December 31, 2025 and 2024
(Expressed in thousands of New Taiwan dollars except earnings per share)

		2025		2024	
		Amount	%	Amount	%
	Operating revenue:				
4300	Rental revenue (note 6(n)(s) and 7)	$ 180,586	2	179,677	7
4511	Construction contract revenue (note 6(s))	10,279,737	98	2,269,778	93
	Net operating revenue	10,460,323	100	2,449,455	100
	Operating cost (notes 6(h)(o):				
5300	Cost of rental sales	83,912	1	84,731	3
5510	Cost of construction sales	8,171,478	78	1,807,829	74
	Net operating cost	8,255,390	79	1,892,560	77
	Gross profit from operations	2,204,933	21	556,895	23
	Operating expenses (notes 6(m)(o)(t) and 7):				
6100	Selling expenses	545,561	5	191,889	8
6200	Administrative expenses	77,835	1	56,257	2
	Total operating expenses	623,396	6	248,146	10
	Net operating income	1,581,537	15	308,749	13
	Non-operating income and expenses(note6(l)(m) (u) and 7):				
7100	Interest income	41,734	-	23,095	-
7010	Other income	10,843	-	12,368	1
7020	Other gains and losses, net	(14,056)	-	200,819	-
7050	Finance costs	(348,413)	(3)	(335,339)	(14)
	Total non-operating income and expenses	(309,892)	(3)	(99,057)	(4)
7900	**Profit before income tax**	1,271,645	12	209,692	9
7951	**Less: income tax expenses (note 6(p))**	210,577	2	18,884	1
8200	**Profit**	1,061,068	10	190,808	8
	Other comprehensive income (loss):				
8360	**Items that may be reclassified subsequently to profit or loss:**				
8399	Income tax related to components of other comprehensive income that will be reclassified to profit or loss	-	-	-	-
8300	**Other comprehensive income (after tax)**	-	-	-	-
8500	**Total comprehensive income**	**$ 1,061,068**	**10**	**190,808**	**8**
	Profit (loss) attributable to:				
8610	Owners of parent	$ 1,060,700	10	204,116	8
8620	Non-controlling interests	368	-	(13,308)	-
	Profit	**$ 1,061,068**	**10**	**190,808**	**8**
	Total comprehensive income attributable to:				
8710	Owners of parent	$ 1,060,700	10	204,116	8
8720	Non-controlling interests	368	-	(13,308)	-
	Comprehensive income	**$ 1,061,068**	**10**	**190,808**	**8**
	Earnings per share (note 6(r)):				
9750	**Basic earnings per share (NT dollars)**	**$**	**3.19**		**0.61**
9810	**Diluted earnings per share (NT dollars)**	**$**	**3.18**		**0.61**

See accompanying notes to consolidated financial statements.

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

HONG PU REAL ESTATE DEVELOPMENT CO., LTD. AND SUBSIDIARIES

Consolidated Statements of Changes in Equity

For the years ended December 31, 2025 and 2024

(Expressed in thousands of New Taiwan dollars)

	Equity attributable to owners of parent							
			Retained earnings					
	Ordinary shares	**Capital surplus**	**Legal reserve**	**Unappropriated earnings**	**Total**	**Total equity attributable to owner of the parent**	**Non-controlling interests**	**Total equity**
Balance at January 1, 2024	$ 3,328,087	2,042,348	1,979,059	4,377,125	6,356,184	11,726,619	595,136	12,321,755
Profit	-	-	-	204,116	204,116	204,116	(13,308)	190,808
Other comprehensive income	-	-	-	-	-	-	-	-
Comprehensive income	-	-	-	204,116	204,116	204,116	(13,308)	190,808
Appropriations and distributions of retained earnings:								
Legal reserve	-	-	23,104	(23,104)	-	-	-	-
Cash dividends on ordinary shares	-	-	-	(166,404)	(166,404)	(166,404)	-	(166,404)
Other changes in capital surplus:								
Non-controlling interests	-	-	-	-	-	-	49,000	49,000
Balance at December 31, 2024	3,328,087	2,042,348	2,002,163	4,391,733	6,393,896	11,764,331	630,828	12,395,159
Profit	-	-	-	1,060,700	1,060,700	1,060,700	368	1,061,068
Other comprehensive income	-	-	-	-	-	-	-	-
Comprehensive income	-	-	-	1,006,700	1,060,700	1,060,700	368	1,061,068
Appropriations and distributions of retained earnings:								
Legal reserve	-	-	20,411	(20,411)	-	-	-	-
Cash dividends on ordinary shares	-	-	-	(166,405)	(166,405)	(166,405)	-	(166,405)
Other changes in capital surplus:								
Non-controlling interests	-	-	-	-	-	-	294,000	294,000
Balance at December 31, 2025	**$ 3,328,087**	**2,042,348**	**2,022,574**	**5,265,617**	**7,288,191**	**12,658,626**	**925,196**	**13,583,822**

See accompanying notes to consolidated financial statements.

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

HONG PU REAL ESTATE DEVELOPMENT CO., LTD. AND SUBSIDIARIES

Consolidated Statements of Cash Flows

For the years ended December 31, 2025 and 2024

(Expressed in thousands of New Taiwan dollars)

	2025	2024
Cash flows from (used in) operating activities:		
Profit before income tax	$ 1,271,645	209,692
Adjustments:		
Adjustments to reconcile profit (loss):		
Depreciation expense	44,338	31,708
Amortization expense	1,078	756
Interest expenses	348,413	335,339
Interest income	(41,734)	(23,095)
Gain on disposal of Investment property	-	(211,826)
Total adjustments to reconcile profit	352,095	132,882
Change in operating assets and liabilities:		
Notes receivable	44,052	108,187
Accounts receivable	28,357	91,898
Other receivable-related parties	-	683
Inventories	5,427,812	(1,027,681)
Prepayments	50,9990	(120,968)
Other current assets	(202)	33,339
Other financial assets	(611,296)	(1,219,960)
Incremental costs of obtaining a contract	436,769	(319,124)
Notes payable	(6,503)	(31,940)
Accounts payable	58,014	173,520
Other payable	(273,470)	(68,318)
Contract liabilities	235,521	2,463,244
Other current liabilities	(13,166)	15,979
Total changes in operating assets / liabilities, net	5,376,878	98,859
Total adjustments	5,728,973	231,741
Cash flows from operations	7,000,618	441,433
Interest received	38,348	23,201
Interest paid	(666,275)	(684,353)
Income tax paid	(52,272)	(18,785)
Net cash flows from (used in) operating activities	6,320,419	(238,504)
Cash flows from (used in) investing activities:		
Acquisition of property, plant and equipment	(37,170)	(480)
Increase in refundable deposits	(306,788)	(15,020)
Decrease in refundable deposits	1,946	142,183
Proceeds from disposal of investment property	-	401,895
Decrease in other non-current assets	8,503	27,490
Net cash flows (used in) from investing activities	(333,509)	556,068
Cash flows from (used in) financing activities:		
Increase in short-term borrowings	12,155,771	21,964,911
Decrease in short-term borrowings	(15,470,676)	(21,631,000)
Increase in short-term notes and bills payable	28,565,599	33,095,299
Decrease in short-term notes and bills payable	(29,932,122)	(33,295,371)
Proceeds from long-term borrowings	-	3,060,000
Repayments of long-term borrowings	(200,000)	(3,060,000)
Repayments of lease liabilities	(11,043)	-
Increase (decrease) in other non-current liabilities	501	(1,173)
Cash dividends paid	(166,405)	(166,404)
Changes in non-controlling interests	294,000	49,000
Net cash flows (used in) financing activities	(4,764,375)	15,262
Net increase in cash and cash equivalents	1,222,535	332,826
Cash and cash equivalents at beginning of period	1,422,876	1,090,050
Cash and cash equivalents at end of period	$ 2,645,411	1,422,876

See accompanying notes to consolidated financial statements.

Proposal 2 【Proposed by the Board】

Proposal: Adoption of the Proposal for Distribution of 2025 Profits

Explanation: (1) 2025 net profit after tax is NT$1,060,699,426. After setting aside the legal reserve of NT$106,069,943 and then adding beginning retained earnings of NT$4,204,916,869 the un-appropriated retained earnings are NT$5,159,546,352 and the proposed dividend to shareholders is NT$665,617,304 cash dividend per share is NT$2. Based on the current number of issued shares, the retained earnings after distribution are NT$4,493,929,048.

(2) The distribution of cash dividends is rounded down to dollar, and residuals are distributed to the Employees' Welfare Committee.

(3) Upon the approval of the Annual Meeting of Shareholders, it is proposed that the Board of Directors be authorized to resolve the ex-dividend date, ex-rights date, and other relevant issues.

(4) In the event of change of number of shares, it is proposed that the Chairman will be authorized to adjust the cash to be distributed to each share based on the number of actual shares outstanding on the record date for distribution.

(5) Please refer to the Profit Distribution Table as follows:

Hong Pu Real Estate Development Co., Ltd.
Profit Distribution Table
Year 2025

（Unit: NTD$）

Items	Total
Beginning retained earnings	4,204,916,869
Add: net profit after tax	1,060,699,426
10% legal reserve	(106,069,943)
Distributable net profit	5,159,546,352
Distributable items:	
Cash Dividend to shareholders (per share NT$2)	665,617,304
Inappropriate retained earnings	4,493,929,048

Resolution:

Discussion

Proposal 1 **【Proposed by the Board】**

Proposal: Amendment to the "Procedures for the Acquisition and Disposal of Assets".

Explanation:
1. Amended and issued per 24 July 2025 Order No. Financial-Supervisory-Securities-Corporate-1140383333 of the Financial Supervisory Commission. Please proceed to discuss.
2. Please refer to page 39~40 for the revised vision of Company's "Procedures for the Acquisition and Disposal of Assets" to this Agenda Manual.

Questions and Motions

Adjournment

◆ ATTACHMENTS I :
"Sustainable Development Best Practice Principles"

Chapter 1 General Principles

Article 1 In order to assist the company listed to fulfill their corporate social responsibility initiatives and to promote economic, environmental, and social advancement for purposes of sustainable development, the principles is formulated in accordance with the " Sustainable Development Best Practice Principles for TWSE/TPEx Listed Companies " and relevant laws and regulations for compliance by the company's management and all employees.

Article 2 This principles applies to the overall operations of our company and its group companies.

The company actively fulfill sustainable development in the course of their business operations so as to follow international development trends and to contribute to the economic development of the country, to improve the quality of life of employees, the community and society by acting as responsible corporate citizens, and to enhance competitive edges built on sustainable development.

Article 3 In promoting sustainable development initiatives, the company shall, in its corporate management guidelines and business operations, give due consideration to the rights and interests of stakeholders and, while pursuing sustainable operations and profits, also give due consideration to the environment, society and corporate governance.

The company shall, in accordance with the materiality principle, conduct risk assessments of environmental, social and corporate governance issues pertaining to company operations and establish the relevant risk management policy or strategy.

Article 4 To implement sustainable development initiatives, the company is advised to follow the principles below:

1. Exercise corporate governance.
2. Foster a sustainable environment.
3. Preserve public welfare.
4. Enhance disclosure of corporate sustainable development information.

Article 5 The company shall take into consideration the correlation between the development of domestic and international sustainable development issues and corporate core business operations, and the effect of the operation of individual companies and of their respective business groups as a whole on stakeholders, in establishing their policies, systems or relevant management guidelines, and concrete promotion plans for sustainable development programs, which shall be approved by the board of directors and then reported to the shareholders meeting.

When a shareholder proposes a motion involving sustainable development, the company's board of directors is advised to review and consider including it in the shareholders meeting agenda.

Chapter 2 Exercising Corporate Governance

Article 6 The company is advised to follow the Corporate Governance Best Practice Principles for TWSE/TPEx Listed Companies, the Ethical Corporate Management Best Practice Principles for TWSE/TPEx Listed Companies, and the Code of Ethical Conduct for TWSE/TPEx Listed Companies to establish effective corporate governance frameworks and relevant ethical standards so as to enhance corporate governance.

Article 7 The directors of the company shall exercise the due care of good administrators to urge the company to perform its sustainable development initiatives, examine the results of the implementation thereof from time to time and continually make adjustments so as to ensure the thorough implementation of its sustainable development policies.

The board of directors of the company is advised to give full consideration to the interests of stakeholders, including the following matters, in the company's furtherance of its sustainable development objectives:

1. Identifying the company's sustainable development mission or vision, and declaring its sustainable development policy, systems or relevant management guidelines;
2. Making sustainable development the guiding principle of the company's operations and development, and ratifying concrete promotional plans for sustainable development initiatives;
3. And Enhancing the timeliness and accuracy of the disclosure of sustainable development information.

The board of directors shall appoint executive-level positions with responsibility for economic, environmental, and social issues resulting from the business operations of the company, and to report the status of the handling to the board of directors. The handling procedures and the responsible person for each relevant issue shall be concrete and clear.

Article 8 The company is advised to, on a regular basis, organize education and training on the promotion of sustainable development initiatives, including promotion of the matters prescribed in paragraph 2 of the preceding article.

Article 9 For the purpose of managing sustainable development initiatives, the company is advised to create a governance structure for promotion of sustainable development, and establish an exclusively (or concurrently) dedicated unit to be in charge of proposing and enforcing the sustainable development policies, systems, or relevant management guidelines, and concrete promotional plans and to report on the same to the board of directors on a periodic basis.

The company is advised to adopt reasonable remuneration policies, to ensure that remuneration arrangements support the strategic aims of the organization, and align with the interests of stakeholders.

It is advised that the employee performance evaluation system be combined with sustainable development policies, and that a clear and effective incentive and discipline system be established.

Article 10 The company shall, based on respect for the rights and interests of stakeholders, identify stakeholders of the company, and establish a designated section for stakeholders on the company website; understand the reasonable expectations and demands of stakeholders through proper communication with them, and adequately respond to the important sustainable development issues which they are concerned about.

Chapter 3 Fostering a Sustainable Environment

Article 11 The company shall follow relevant environmental laws, regulations and international standards to properly protect the environment and shall endeavor to promote a sustainable environment when engaging in business operations and internal management.

Article 12 The company is advised to endeavor to utilize energy more efficiently and use renewable materials which have a low impact on the environment to improve sustainability of natural resources.

Article 13 The company is advised to establish proper environment management systems based on the characteristics of their industries. Such systems shall include the following tasks:

1. Collecting sufficient and up-to-date information to evaluate the impact of the company's business operations on the natural environment.
2. Establishing measurable goals for environmental sustainability, and examining whether the development of such goals should be maintained and whether it is still relevant on a regular basis.
3. Adopting enforcement measures such as concrete plans or action plans, and examining the results of their operation on a regular basis.

Article 14 The company is advised to establish a dedicated (or concurrently) unit or assign dedicated (or concurrently) personnel for drafting, promoting, and maintaining relevant environment management systems and concrete action plans, and should hold environment education courses for their managerial officers and other employees on a periodic basis.

Article 15 The company is advised to take into account the effect of business operations on ecological efficiency, promote and advocate the concept of sustainable consumption, and conduct research and development, procurement, production, operations, and services in accordance with the following principles to reduce the impact on the natural environment and human beings from their business operations:

1. Reduce resource and energy consumption of their products and services.
2. Reduce emission of pollutants, toxins and waste, and dispose of waste properly.
3. Improve recyclability and reusability of raw materials or products.
4. Maximize the sustainability of renewable resources.
5. Enhance the durability of products.
6. Improve efficiency of products and services.

7. Enhance the conservation of marine and terrestrial biodiversity and ecosystems, promote the sustainable use of resources, and ensure fair and equitable benefits.

Article 16 To improve water use efficiency, the company shall properly and sustainably use water resources and establish relevant management measures.

The company shall construct and improve environmental protection treatment facilities to avoid polluting water, air and land, and use their best efforts to reduce adverse impact on human health and the environment by adopting the best practical pollution prevention and control measures.

Article 17 The company is advised to assess the current and future potential risks and opportunities that climate change may present to enterprises and to adopt related measures.

The company is advised to adopt standards or guidelines generally used in Taiwan and abroad to enforce corporate greenhouse gas inventory and to make disclosures thereof, the scope of which shall include the following:

1. Direct greenhouse gas emissions: emissions from operations that are owned or controlled by the company.
2. Indirect greenhouse gas emissions: emissions resulting from the utilization of energy such as imported electricity, heating, or steam.
3. Other indirect emissions: emissions resulting from corporate activities that are not indirect emissions from energy, but are from other sources of emissions owned or controlled by the company.

The company is advised to compile statistics on greenhouse gas emissions, volume of water consumption and total weight of waste and to establish policies for energy conservation, carbon and greenhouse gas reduction, reduction of water consumption or management of other wastes. The companies' carbon reduction strategies should include obtaining carbon credits and be promoted accordingly to minimize the impact of their business operations on climate change.

Chapter 4 Preserving Public Welfare

Article 18 The company shall comply with relevant laws and regulations, and the International Bill of Human Rights, with respect to rights such as gender equality, the right to work, and prohibition of discrimination.

The company, to fulfill its responsibility to protect human rights, shall adopt relevant management policies and processes, including:

1. Presenting a corporate policy or statement on human rights.
2. Evaluating the impact of the company's business operations and internal management on human rights, and adopting corresponding handing processes.
3. Reviewing on a regular basis the effectiveness of the corporate policy or statement on human rights.
4. In the event of any infringement of human rights, the company shall disclose the processes for handling of the matter with respect to the stakeholders involved.

The company shall comply with the internationally recognized human rights of labor, including the freedom of association, the right of collective bargaining, caring for vulnerable groups, prohibiting the use of child labor, eliminating all forms of forced labor, eliminating recruitment and employment discrimination, and shall ensure that their human resource policies do not contain differential treatments based on gender, race, socioeconomic status, age, or marital and family status, so as to achieve equality and fairness in employment, hiring conditions, remuneration, benefits, training, evaluation, and promotion opportunities.

The company shall provide an effective and appropriate grievance mechanism with respect to matters adversely impacting the rights and interests of the labor force, in order to ensure equality and transparency of the grievance process. Channels through which a grievance may be raised shall be clear, convenient, and unobstructed. The company shall respond to any employee's grievance in an appropriate manner.

Article 19 The company shall provide information for their employees so that the employees have knowledge of the labor laws and the rights they enjoy in the countries where the companies have business operations.

Article 20 The company is advised to provide safe and healthful work environments for their employees, including necessary health and first-aid facilities and shall endeavor to curb dangers to employees' safety and health and to prevent occupational accidents.

The company is advised to organize training on safety and health for their employees on a regular basis.

Article 21 The company is advised to create an environment conducive to the development of their employees' careers and establish effective training programs to foster career skills.

The company is advised to establish placement programs to cultivate future industry talents.

The company shall establish and implement reasonable employee welfare measures (including remuneration, leave and other welfare etc.) and appropriately reflect the business performance or achievements in the employee remuneration, to ensure the recruitment, retention, and motivation of human resources, and achieve the objective of sustainable operations.

Article 22 The company shall establish a platform to facilitate regular two-way communication between the management and the employees for the employees to obtain relevant information on and express their opinions on the company's operations, management and decisions.

The company shall respect the employee representatives' rights to bargain for the working conditions, and shall provide the employees with necessary information and hardware equipment, in order to improve the negotiation and cooperation among employers, employees and employee representatives.

The company shall, by reasonable means, inform employees of operation changes that might have material impacts.

Article 22-1 The company is advised to treat customers or consumers of its products or services in a fair and reasonable manner, including according to the following principles: fairness and good faith in contracting, duty of care and fiduciary duty, truthfulness in advertising and soliciting, fitness of products or services, notification and disclosure, commensuration between compensation and performance, protection of the right to complain, professionalism of salespersons etc. Said company shall also develop the relevant strategies and specific measures for implementation.

Article 23 The company shall take responsibility for their products and services, and take marketing ethics seriously. In the process of research and development, procurement, production, operations, and services, the company shall ensure the transparency and safety of their products and services. They further shall establish and disclose policies on consumer rights and interests, and enforce them in the course of business operations, in order to prevent the products or services from adversely impacting the rights, interests, health, or safety of consumers.

Article 24 The company shall ensure the quality of their products and services by following the laws and regulations of the government and relevant standards of their industries.

The company shall follow relevant laws, regulations and international guidelines in regard to customer health and safety and customer privacy involved in, and marketing and labeling of, their products and services and shall not deceive, mislead, commit fraud or engage in any other acts which would betray consumers' trust or damage consumers' rights or interests.

Article 25 The company is advised to evaluate and manage all types of risks that could cause interruptions in operations, so as to reduce the impact on consumers and society.

The company is advised to provide a clear and effective procedure for accepting consumer complaints to fairly and timely handle consumer complaints, shall comply with laws and regulations related to the Personal Information Protection Act for respecting consumers' rights of privacy and shall protect personal data provided by consumers.

Article 26 The company is advised to assess the impact their procurement has on society as well as the environment of the community that they are procuring from, and shall cooperate with their suppliers to jointly implement the corporate social responsibility initiative.

The company is advised to establish supplier management policies and request suppliers to comply with rules governing issues such as environmental protection, occupational safety and health or labor rights. Prior to engaging in commercial dealings, TWSE/TPEx listed companies are advised to assess whether there is any record of a supplier's impact on the environment and society, and avoid conducting transactions with those against corporate social responsibility policy.

When the company enter into a contract with any of their major suppliers, the content should include terms stipulating mutual compliance with corporate social responsibility policy, and that the contract may be terminated or rescinded any time if the supplier has violated such policy and has caused significant negative impact on the environment and society of the community of the supply source.

Article 27 The company shall evaluate the impact of their business operations on the community, and adequately employ personnel from the location of the business operations, to enhance community acceptance.

The company is advised to, through equity investment, commercial activities, endowments, volunteering service or other charitable professional services etc., dedicate resources to organizations that commercially resolve social or environmental issues, participate in events held by citizen organizations, charities and local government agencies relating to community development and community education to promote community development.

Article 27-1 The company is advised to dedicate resources to cultural and art activities or the cultural and creative industry constantly through donations, sponsorships, investments, procurements, strategic cooperation, corporate volunteering of technical support, or other supporting means, to promote cultural development.

Chapter 5 Enhancing Disclosure of Sustainable Development Information

Article 28 The company shall disclose information according to relevant laws, regulations and the Corporate Governance Best Practice Principles for TWSE/TPEx listed Companies and shall fully disclose relevant and reliable information relating to their sustainable development initiatives to improve information transparency.

Relevant information relating to sustainable development which the company shall disclose includes:

1. The policy, systems or relevant management guidelines, and concrete promotion plans for sustainable development initiatives, as resolved by the board of directors.
2. The risks and the impact on the corporate operations and financial condition arising from exercising corporate governance, fostering a sustainable environment and preserving social public welfare.
3. Goals and measures for promoting the sustainable development initiatives established by the companies, and performance in implementation.
4. Major stakeholders and their concerns.
5. Disclosure of information on major suppliers' management and performance with respect to major environmental and social issues.
6. Other information relating to sustainable development initiatives.

Article 29 The company shall adopt internationally widely recognized standards or guidelines when producing sustainability reports, to disclose the status of their implementation of the sustainable development policy. It also is advisable to obtain a third-party assurance or verification for reports to enhance the reliability of the information in the reports. The reports are advised to include:

1. The policy, system, or relevant management guidelines and concrete promotion plans for implementing sustainable development initiatives.
2. Major stakeholders and their concerns.
3. Results and a review of the exercising of corporate governance, fostering of a sustainable environment, preservation of public welfare and promotion of economic development.
4. Future improvements and goals.

Chapter 6 Supplementary Provisions

Article 30 The company shall at all times monitor the development of domestic and foreign sustainable development standards and the change of business environment so as to examine and improve their established sustainable development framework and to obtain better results from the promotion of the sustainable development policy.

Article 31 This Code of Practice shall be implemented after approval by the Audit Committee and resolution of the Board of Directors, and reported to the shareholders' meeting. The same applies to any amendments.

This Code of Practice was established on 2025.12.24

◆ ATTACHMENTS II :
Amendment to the "Procedures for the Acquisition and Disposal of Assets"

After Amendment	Before Amendment	Reasons for Amendments
Article 29 (paragraphs 1 omitted) (subparagraphs 1 to 3 omitted) 4. Where equipment or right-of-use assets thereof for business use are acquired or disposed of, and furthermore the transaction counterparty is not a related party, and the transaction amount meets any of the following criteria: A. For a public company whose paid-in capital is less than NT$10 billion, the transaction amount reaches NT$500 million or more. B. For a public company whose paid-in capital is NT$10 billion or more <u>but less than NT$50 billion</u>, the transaction amount reaches NT$1 billion or more. C. <u>For a public company whose paid-in capital is NT$50 billion or more, the transaction amount exceeds 5% or more of the company's paid-in capital.</u> (subparagraphs 5 to 6 omitted) 7. <u>A company with paid-in capital of NT$50 billion or more, whose government bonds, ordinary corporate bonds, and general financial bonds not involving equity (excluding subordinated bonds) traded on a securities exchange or over-the-counter securities firm, not falling under the proviso to Subparagraph 8, and whose transactions are not with related parties, and whose transaction amount exceeds 5% of the company's paid-in capital.</u> <u>8.</u> Where an asset transaction other than any of those referred to in the preceding <u>seven</u> subparagraphs, a disposal of receivables by a financial institution, or an investment in the mainland China area reaches 20 percent or more of paid-in capital or NT$300 million; provided, this shall not apply to the following circumstances: (Below omitted)	Article 29 (paragraphs 1 omitted) (subparagraphs 1 to 3 omitted) 4. Where equipment or right-of-use assets thereof for business use are acquired or disposed of, and furthermore the transaction counterparty is not a related party, and the transaction amount meets any of the following criteria: A. For a public company whose paid-in capital is less than NT$10 billion, the transaction amount reaches NT$500 million or more. B. For a public company whose paid-in capital is NT$10 billion or more, the transaction amount reaches NT$1 billion or more. (subparagraphs 5 to 6 omitted) 7. Where an asset transaction other than any of those referred to in the preceding six subparagraphs, a disposal of receivables by a financial institution, or an investment in the mainland China area reaches 20 percent or more of paid-in capital or NT$300 million; provided, this shall not apply to the following circumstances: (Below omitted)	In line with the revision of the "Regulations Guidelines the Acquisition and Disposal of Assets by Public Companies".

After Amendment	Before Amendment	Reasons for Amendments
Article 32 (paragraphs 1 omitted) In the case of a company whose shares have no par value or a par value other than NT$10—for the calculation of transaction amounts of 20 percent of paid-in capital under these Regulations, 10 percent of equity attributable to owners of the parent shall be substituted; <u>for the calculation of transaction amounts of 5 percent of paid-in capital under these Regulations,2.5 percent of equity attributable to owners of the parent shall be substituted；</u>for calculations under the provisions of these Regulations regarding transaction amounts relative to paid-in capital of NT$10 billion, NT$20 billion of equity attributable to owners of the parent shall be substituted <u>for calculations under the provisions of these Regulations regarding transaction amounts relative to paid-in capital of NT$50 billion, NT$100 billion of equity attributable to owners of the parent shall be substituted.</u>	Article 32 (paragraphs 1 omitted) In the case of a company whose shares have no par value or a par value other than NT$10—for the calculation of transaction amounts of 20 percent of paid-in capital under these Regulations, 10 percent of equity attributable to owners of the parent shall be substituted; for calculations under the provisions of these Regulations regarding transaction amounts relative to paid-in capital of NT$10 billion, NT$20 billion of equity attributable to owners of the parent shall be substituted.	In line with the revision of the "Regulations Guidelines the Acquisition and Disposal of Assets by Public Companies".
Article 33 This Procedures for Acquisition and Disposal of Assets were duly instituted on 1990.06.22. (Amended 1st to 12th omitted) Amended for the 13th instance on 2023.06.21 <u>Amended for the 14th instance on 2026.06.17</u>	Article 33 This Procedures for Acquisition and Disposal of Assets were duly instituted on 1990.06.22. (Amended 1st to 12th omitted) Amended for the 13th instance on 2023.06.21	The date of the Procedures is amended.

◆ APPENDIX I : Corporation’s Articles of Incorporation

Chapter I: General Provisions

Article 1: The Company is duly incorporated in accordance with the Company Act and bears the title of “Hong Pu Real Estate Development Co., Ltd.”.

Article 2: The Company is engaged in the following businesses:

1. Commissioning for the construction of industrial plants, resident buildings and commercial buildings for lease and sale.
2. Manufacture of construction materials
3. Agency, trading and import and export business of various construction materials and engineering materials
4. Interior decoration business.
5. Operation of the hotel.
6. Business of daily necessities and operations of supermarkets
7. E201010 Landscape business
8. F501010 Restaurant business
9. H701020 Industrial plant developing, leasing and merchandising business
10. H701060 Developing business of specific zones
11. H701060 Developing business of new towns and urban areas
12. H703010 Plant leasing business
13. H703020 Warehouse leasing business
14. H703030 Office building leasing business
15. H701050 Investment in public construction

Article 3: The Company is headquartered in Taipei, and may establish branches in suitable locations. The establishment, change or abolition of branches shall be handled in accordance with the approval of the Board of Directors where necessary.

Article 4: The Company's announcement method shall be handled in accordance with Article 28 of the Company Act.

Chapter II: Shares

Article 5: The Company has an authorized capital of NT$4,300,000,000 evenly distributed into 430,000,000 shares at NT$10 per share, which will be issued in tranches by the Board of Directors under authorization.

Article 6: The Company’s shares are all registered. After the registration is approved, three or more directors have signed and sealed certificates of share, and are issued after audit according to the law. Shares can also be issued without printing certificates. The total number of shares held by all directors of the Company is determined in accordance with the standards stipulated in the "Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies" issued by the Financial Supervisory Commission.

Article 7: Shareholders should fill in the seal card and submit it to the Company for record. Shareholders shall rely on the seal when handling stock affairs or exercising other rights with the Company. Except for laws and securities regulations, the handling of stock affairs shall be handled in accordance with the Regulations Governing the Administration of Shareholder Services of Public Companies.

Article 8: When necessary, the Company may, through a resolution of the Board of Directors, entrust a stock affairs agency approved by the competent authority to handle stock affairs. If the Company's stock affairs are entrusted to a stock affairs agency, when shareholders negotiate with the Company for stock affairs, they shall negotiate with the entrusted stock affairs agency. If the stocks issued by the Company are custodiane to Taiwan Depository & Clearing Corporation (TDCC), TDCC may request the Company to consolidate and exchange large-denomination securities.

Article 9: Any changes in the particulars inscribed in the Shareholder Registry is prohibited within the period of 60 days prior to the scheduled date of a regular session or 30 days prior to the scheduled date of a special session of the Shareholders Meeting, or 5 days prior to the dividend day or payment day of the bonus or other benefits by the Company.

Chapter III: Shareholders Meeting

Article 10: The company's Shareholders Meeting consists of regular session and special session, which are convened in accordance with relevant laws and regulations.

Article 11: The Chairman shall preside over the sessions of the Shareholders' Meetings. In the absence of the Chairman due to leave or other reasons, a proxy shall act on behalf of and in the name of the Chairman to the appointment of the Chairman. If no proxy has been appointed, the Directors shall appoint one amongst themselves to preside over the session.

Article 12: Shareholders of the company have one vote per share, but those who are subject to restrictions in accordance with relevant laws and regulations do not have the right to vote.

Article 13: If a specific shareholder cannot attend a session in person, such shareholder may appoint a proxy to attend the session with the issuance of a power of attorney specifying the scope of authorization in accordance with Article 177 of the Company Act and Article 25-1 of the Securities and Exchange Act.

Article 14: Resolutions of the Shareholders Meeting shall be made by a session in the presence of shareholders representing more than half of the outstanding shares and a simple majority of the shareholders in session unless the law specifies otherwise.

In accordance with the regulations of the authority, shareholders of the company can also exercise their voting rights electronically.

Shareholders who elect to vote via electronic means shall be construed as attending the session in person. Related matters shall be governed by the applicable laws.

Article 15: All resolutions of the Shareholders Meeting shall be tracked on record and stated as an integral part of the minutes of meeting on record, signed or sealed for confirmation by the Chairman, and with the time and place of the meeting, the number of shareholders attended, the number of shares and the resolutions, and minutes of meeting shall be released to the shareholders within 20 days after the meeting. The sign-in registry and the power of attorney for attending the session shall be kept at the Company.

The aforementioned minutes of meeting on record may be prepared and released by announcement.

Chapter IV: Directors and Auditing Committee

Article 16: The Company has five to seven directors to organize the Board of Directors. The election of directors adopts a candidate nomination system, and the shareholders choose from the list of candidates for directors and in accordance with Article 198 of the Company Act.

Among the above-mentioned number of directors, the number of independent directors shall not be less than three, and shall not be less than one-fifth of the number of directors. The selection and appointment of independent directors shall adopt a candidate nomination system. The board of shareholders shall select from the list of candidates for independent directors, and the professional qualifications of independent directors, restrictions on shareholding and part-time job, determination of independence, methods of nomination and other compliance matters shall be handled in accordance with the relevant regulations of the competent authority.

Article 16-1: More than half of the elected directors of the Company shall not have one of the following relationships.

1. Spouse.
2. Relatives within the second class.

Article 16-2: If the elected director of the Company does not comply with the provisions of Article 16, the election of directors shall be determined in accordance with the following provisions.

1. In case of non-compliance among the directors, the votes obtained from the non-compliant directors represent those with lower voting rights, and their election will be invalid.

Article 16-3: The Company has established the Audit Committee pursuant to Article 14-4 of the Securities and Exchange Act. The committee members shall include all Independent Directors. The composition, authority and responsibility of the members and related matters of the Audit Committee shall be governed by applicable laws. The organization code of the committee shall be determined by the Board of Directors separately.

Article 17: The board of directors has a term of three years and is eligible for re-election. When the term of office of directors expires and is not time for re-election, the directors shall extend their duties until the time the re-elected directors take office. In the event of a director's vacancy, a by-election will be conducted. However, if the vacancy is less than one-third, the director shall be exempted. The term of the by-election director shall be limited to the time remaining for the original appointment.

The total shareholding ratio of all directors shall be in accordance with the regulations of the securities regulatory authority.

Article 18: The directors organize the Board of Directors, and the directors elect one of them as the chairman of the board, and perform all the business of the company in accordance with the statutes and regulations and the resolutions of the Shareholders Meeting and the Board of Directors.

The convening of the Board of Directors shall specify the reasons and notify the directors and supervisors seven days in advance. But when there is an emergency, chairman can call it at any time.

The notice of the convening in the preceding paragraph may be in writing, email (E-MAIL) or fax.

Article 18-1: The remuneration of the chairman, vice-chairmen, directors and managers shall be determined in accordance with the extent of their participation in the operation of the Company and the value of their contribution, as well as the domestic and foreign industry standards, and authorize the Board of Directors to determine.

Article 19: The board of directors shall be convened by the chairman and appointed as the chairman. When the chairman is absent, the chairman shall appoint one director as acting chairman, and when the chairman is not appointed, one of the directors shall elect one of the directors as acting chairman.

Article 20: The convening of the board meeting is handled in accordance with the provisions of the Company Act. Directors who are unable to attend for some reason may entrust other directors to attend the meeting. However, the agent is limited to the entrustment of one director, and the resolution shall be carried out with the consent of more than half of the directors present.

Article 21: The powers of the Board of Directors are as follows:

1. Convene the Shareholders' Meeting to implement its resolutions.
2. Approval of the Company's business policy.
3. Approval of the Company's important rules and regulations.
4. The review of the Company's budget and financial statements and business reports.
5. The Company's earnings distribution and the formulation of capital increase and decrease.
6. Appointment and discharge of important personnel of the Company.

7. The purchase, sale, division, exchange, creation of property rights and other disposal of the Company's real estate.
8. Other functions and powers granted by the Shareholders' Meeting in accordance with laws and regulations.

Chapter V: The managers

Article 22: The Company shall appoint one President, several Vice Presidents, several Assistant Vice Presidents and several Managers and the appointment, dismissal and remuneration of these managers shall be determined in accordance with Article 29 of the Company Act.

Article 23: The appointment and discharge of first-level managerial officers of the company is proposed by the President to Board of Directors, and other employees are appointed and discharged by the President in accordance with the personnel management rules.

Chapter VI: Accounting

Article 24: The accounting period of the Company starts on January 1 and ends on December 31 of each calendar year. The Directors shall prepare the following statements and reports at the end of the fiscal year and present them to the Shareholders Meeting for ratification.

1. Business Report.
2. Financial Statement.
3. Proposal for the distribution or earnings or appropriation for covering carry forward loss.

Article 25: If the Company makes a profit in annual financial statements, it shall first allocate employees' remuneration and directors' remuneration. The employees' remuneration shall not be less than 1% and the Company may distribute employees' remuneration in the form of shares as capital increase. The directors' remuneration shall not exceed 3%.

The amount of employees' remuneration referred to in the preceding paragraph, no less than 1% shall be set aside for the distribution of remuneration to grass-roots employees.

If the company has accumulated losses in previous years, it should first cover for the losses before it is profitable for the current year to allocate employees' compensation, and the remaining amount shall be allocated in proportion to the preceding paragraph. Employees' compensation may be distributed in shares or cash, and qualification requirements of employees include the employees of parents or subsidiaries of the Company meeting certain specific requirements.

Matters related to the payment of employees' compensation and director's compensation shall act in accordance with relevant laws and ordinances, and are determined by a meeting of the board of directors.

Article 26: If there is a surplus earning in the company's annual final accounts, it shall first estimate and reserve the taxes and dues to be paid and cover accumulated losses. If there is still a surplus balance, 10% should be set aside as legal reserve according to laws. Where such legal reserve amounts to the total paid-in capital, this provision shall not apply. After special reserve is set aside or reversed in accordance with the laws or ordinances or rules prescribed by the competent authority, together with accumulated undistributed earnings, the Board of Directors shall prepare an earning distribution proposal and submit it to the Shareholders' Meeting for a resolution on the distribution of shareholder dividends; In addition to the distribution of reserves in accordance with the laws, the company shall not pay dividends or bonuses, if there is no surplus earnings.

Considering future capital demand and sound financial plan for sustainable development of the Company, the meeting of shareholders may resolve accordingly that part or all of the earnings will not be distributed, and that when there is distribution of earnings, cash dividends shall account for at least 20% of total cash and stock dividends. The remains will be paid in the form of shares to transfer retained earnings and capital surplus to capital.

Chapter VII: Miscellaneous

Article 27: The Company may act as a guarantor in favor of a third party for business needs.

Article 28: The company's investment may exceed 40% of the paid-in capital or 60% of the net value, and shall be authorized to the Board of Directors to execute it.

Article 29: Anything not mentioned in the Articles of Incorporation shall be governed by the Company Act and other applicable laws.

Article 30: The Articles of Incorporation were duly instituted on 1988.09.22

Amended for the 1st instance on 1990.05.01
Amended for the 2nd instance on 1990.06.01
Amended for the 3rd instance on 1991.05.30
Amended for the 4th instance on 1992.06.23
Amended for the 5th instance on 1992.11.26
Amended for the 6th instance on 1993.02.02
Amended for the 7th instance on 1994.06.29
Amended for the 8th instance on 1994.09.26
Amended for the 9th instance on 1995.06.28
Amended for the 10th instance on 1996.06.23
Amended for the 11th instance on 1997.04.25
Amended for the 12th instance on 1998.04.28
Amended for the 13th instance on 1999.05.13
Amended for the 14th instance on 2000.06.08
Amended for the 15th instance on 2001.05.15
Amended for the 16th instance on 2002.05.21
Amended for the 17th instance on 2004.05.18

Amended for the 18th instance on 2006.06.02
Amended for the 19th instance on 2009.06.19
Amended for the 20th instance on 2012.06.21
Amended for the 21th instance on 2013.06.19
Amended for the 22th instance on 2015.06.09
Amended for the 23th instance on 2016.06.03
Amended for the 24th instance on 2018.06.11
Amended for the 25th instance on 2019.06.14
Amended for the 26th instance on 2020.06.09
Amended for the 27th instance on 2025.06.19

◆ APPENDIX II : Rules of Procedure for Shareholders Meetings

Article 1: The rules of procedures for this Company's Shareholders Meetings, except as otherwise provided by law or regulation, shall be as provided in these Rules.

Article 2: This Company shall furnish the attending shareholders with an attendance book to sign, or attending shareholders may hand in a sign-in card in lieu of signing in. The number of shares in attendance shall be calculated according to the shares indicated by the attendance book and sign-in cards handed in.

Article 3: The number of shares for attending and voting the session shall be calculated on the basis of the number of shares.

Article 4: The venue for a shareholders meeting shall be the premises of this Company, or a place suitable for a Shareholders Meeting.

Article 5: If a Shareholders Meeting is convened by the Board of Directors, the meeting shall be chaired by the chairperson of the board. When the chairperson of the board is on leave or for any reason unable to exercise the powers of the chairperson, the chairperson shall appoint one of the directors to act as chair. Where the chairperson does not make such a designation, the directors shall select from among themselves one person to serve as chair.

Article 6: The Company may appoint the lawyers, certified public accountants, or related personnel to attend the Shareholders Meeting as observers.

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

Article 7: This Company shall make an uninterrupted audio and video recording of the proceedings of the Shareholders Meeting. The recorded materials of the preceding paragraph shall be retained for at least one year.

Article 8: The chairperson shall call the meeting to order at the appointed meeting time. However, when the attending shareholders do not represent a majority of the total number of issued shares, the chairperson may announce a postponement, provided that no more than two such postponements, for a combined total of no more than one hour, may be made. If the quorum is not met after two postponements, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, paragraph 1 of the Company Act;

When, prior to conclusion of the meeting, the attending shareholders represent a majority of the total number of issued shares, the chair may resubmit the tentative resolution for a vote by the Shareholders Meeting pursuant to Article 174 of the Company Act.

Article 9: If a Shareholders Meeting is convened by the Board of Directors, the meeting agenda shall be set by the Board of Directors. The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders meeting.

The provisions of the preceding paragraph apply mutatis mutandis to a Shareholders Meeting convened by a party with the power to convene that is not the Board of Directors.

The chairperson may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda of the preceding two paragraphs (including extraordinary motions), except by a resolution of the Shareholders Meeting.

If the chairperson declares the meeting adjourned, the shareholders shall not elect a new chairperson and then continue the meeting in the same or other place.

Article 10: The shareholders present in the session shall fill in the message memo specifying the summary of the speech they are going to present at the session, the shareholder's Account number (attendance number), and account title, and present the memo to the Chairperson for the arrangement of the order of taking the floor to present the speech.

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

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

Article 11: Except with the consent of the chairperson, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed 5 minutes.

If the shareholder's speech violates the rules or exceeds the scope of the agenda item, the chairperson may terminate the speech.

Article 12: When an institution is appointed to attend as proxy, it may designate only one person to represent it in the meeting.

When an institutional shareholder appoints two or more representatives to attend a shareholders meeting, only one of the representatives so appointed may speak on the same proposal.

Article 13: After a shareholder in session has presented the speech, the Chairman shall respond to the speech in person or appoint concerned personnel to respond to the speech.

Article 14: In addition to the proposals listed on the agenda, other proposals proposed by shareholders shall be established only if they are seconded by other shareholders, and they shall be submitted for discussion and voting.

When the chairperson considers that the discussion of the proposal has reached the point where it can be voted, chairperson may announce the stop of the discussion and submit a vote.

Article 15: Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chairperson, and provided that all monitoring personnel shall be shareholders of this Company. The results of the voting, including the statistical tallies of the numbers of votes, shall be announced on-site at the meeting, and a record made of the vote.

Article 16: The Chairperson may announce a break time within the duration of the session.

Article 17: The voting of the proposal shall be passed with the approval of more than half of the voting rights of the shareholders present, unless otherwise stipulated in the Company Act and the Articles of Incorporation. At the time of voting, if there is no objection after consultation by the chairperson, it shall be deemed passed, and its effect shall be the same as that of voting.

Article 18: When there is an amendment or an alternative to a proposal, the chairperson 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 as rejected, and no further voting shall be required.

Article 19: The chairperson may direct the proctors (or security personnel) to help maintain order at the meeting place. When proctors (or security personnel) help maintain order at the meeting place, they shall wear an armband bearing the word "Proctor."

Article 20: Anything not mentioned in the Rules shall be governed by the Articles of Incorporation and other applicable laws.

Article 21: The Rules shall be passed by the Shareholders Meeting for ratification for coming into force. The same procedure is applicable to any amendments thereto.

Article 22: The Rules of procedure for Shareholders Meetings were duly instituted on 1993.06.27

Amended for the 1st instance on 1996.06.13

Amended for the 2nd instance on 1998.04.28

Amended for the 3rd instance on 2012.06.21

Amended for the 4th instance on 2021.08.20

◆ APPENDIX III: Current Shareholding of Directors

Explanation: The shareholding status of the directors:

The minimum numbers of shares required to be held by the entire bodies of directors in accordance with “Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies”, and the numbers of shares held by the directors individually and by the entire bodies thereof respectively as recorded in the shareholders' register as of the book closure date for that shareholders' meeting.

The minimum number of shares to be held by the entire Directors is 13,312,346 shares.

Shareholding of Directors

Book closure date: Apr. 18, 2026

Position	Name	Shares
Chairman	Hua-Zhan Investment Co., Ltd. Representative: W. L. Yu	60,041,745
Director	Fu-Da Investment Co., Ltd. Representative: W.K. Tuan	59,182,040
Director	Fu-Yi Investment Co., Ltd.	4,581,077
Independent Director	H.K. Li	-
Independent Director	M.Y. Ho	-
Independent Director	C. H. Lin	-
Independent Director	P.J. Hsu	-
Total shares owned by all Directors		123,804,862