

Stock Code : 2542



Highwealth Construction Corporation

2022 Annual Shareholders' Meeting
Meeting Handbook

Time of shareholders' meeting: June 14, 2022

Place of shareholders' meeting: No.8 Zhifu Rd, Jhongshan

District, Taipei City (Serendipity Lounge, Dazhi Denwell Hotel)

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Highwealth Construction Corporation

Procedures of the 2022 Annual Shareholders' Meeting

- I. Call Meeting to Order
- II. Chairperson's Address
- III. Report Items
- IV. Proposals for Acceptance and Approval
- V. Discussion Items
- VI. Extemporaneous Motions
- VII. Adjournment

Highwealth Construction Corporation

Agenda of the 2022 Annual Shareholders' Meeting

Method for convening the meeting: A physical shareholders' meeting

Time: June 14, 2022 (Tuesday) at 9:00 a.m.

Location: No.8 Zhifu Rd, Jhongshan District, Taipei City
(Serendipity Lounge, Dazhi Denwell Hotel)

One. Call Meeting to Order

Two. Chairperson's Address

Three. Report Items

- I. The Company's Business Report for 2021.
- II. Audit Committee's Review Report on 2021 Audited Financial Statements.
- III. Report on the Compensation Distribution for Employees and Directors for 2021.
- IV. Report on the Distribution of Cash Dividends from the Company's Retained Earnings for 2021.
- V. Report on the Provision of Endorsements and Guarantees for 2021.
- VI. Report on the Implementation Status of Treasury Stocks.
- VII. Report on Offering and Issuance Status of Corporate Bonds.

Four. Proposals for Acceptance and Approval

- I. Business Report and Financial Statements for 2021.
- II. Distribution of Earnings of the Company for 2021.

Five. Discussion Items

- I. 2021 Capital Increase from Retained Earnings and Issuance of New Stocks.
- II. Amendment of partial articles of Articles of Incorporation.
- III. Revised certain parts of the Company Articles on "Procedures of Acquisition or Disposal of Assets".
- IV. Amendments to certain articles of the "Rules of Procedures for Shareholders' Meetings".

Six. Extemporary Motions

Seven. Adjournment

Report Items

Report Item I

Proposal: The Company's Business Report for 2021.

Explanation: The Company's Business Report for 2021 and Business Prospect for 2022.

Please refer to the Business Report

Highwealth Construction Corporation

Business Report



Hello, ladies and gentlemen:

On behalf of all my colleagues in Highwealth Construction Corporation, I would like to thank all shareholders again for your support and care over the past year!

As we look back on 2021, the COVID-19 pandemic continues to affect the world. In addition, major global events such as the UK's formal departure from the EU, the inauguration of US President Joe Biden, the Tokyo Olympics is the first Olympic without a live audience but with the most people viewed online, the impact on the world economy and supply chain from the blockage of the Suez Canal by the giant container ship "Ever Given", and the ongoing extreme weather events around the world continue to impact our living environment. In Taiwan, although the pandemic in the country got worse in May and was once on Level 3 alert, Taiwan was still able to fight against the pandemic compared to other countries. The money came in to Taiwan as a result of the appreciation of the New Taiwan dollar, and Taiwanese businessmen were able to return to Taiwan with plenty of capital, driving Taiwan's industrial development and employment, resulting in an economic growth rate of 6.28%, the best in 11 years. In addition, the stock market also reached new highs several times, reaching the 18,000-point record. The strong exports drive a huge increase in domestic capital, and a better domestic consumption, which support enterprises to continue to invest to make a positive economic circulation.

In the real estate sector, the increase in investment in Taiwan has led to stronger growth in economy and job opportunities, better income, increased domestic demand (4.7 million people under the age of 34). Moreover, the high costs of wages and construction materials, as well as the negative interest on excess reserves worldwide, also indicate the strong future momentum in the construction industry. As we faced the challenge from our competitors, the first and most important thing is to identify what the consumers want. We have handed over approximately 4,000 to 6,000 houses a year, and our main concern is "What do the customers want?" Our mission is to create a safe and happy environment for Taiwanese people to live and work in, to encourage young people to own houses, to think positively about starting a family, and to become a positive influence in society; this is also a potential opportunity for the future

housing market.

In 2021, despite the complex global political and economic situation, Highwealth and its subsidiaries achieved a consolidated revenue of \$44.3 billion, reaching an all-time high, with gross margins rising back to 31% and earnings per share of over \$6. We have kept our self-discipline and professionalism, flexibly adjusted our business strategies to meet market demand, to ensure that the construction projects have remained stable, and to maintain a leading position in the industry with innovative concepts and steady operations. We have invested \$33.9 billion in land purchases, making us the largest buyer in Taiwan for land investment and commercial real estate in the year. According to the survey of the top 2,000 companies in 2021 by CommonWealth Magazine, Highwealth Construction ranked the 3rd in the construction category, the 36th in the most profitable companies, and the 70th in Total, which is a remarkable achievement.

With a registered capital of \$15.6 billion, the Group is in the process of transforming itself from a construction company to a property development company. We are now focusing on long-term steady income from our operations, including commercial real estate and hotel business, and we are moving towards a new milestone in increasing our assets by diversifying our business strategies. We have partnered with top brands in the world. Marriott's Tainan Anping "Aloft" Hotel opened in January 2022 and has successfully driven the tourists to visit the city. In the future, Hyatt Regency New Taipei City and Hyatt Regency Kaohsiung will also be launched soon.

For 2022, we will continue to actively promote land-purchasing cases in the north, central and south. If approvals are obtained successfully, new high profile cases would include the Xinrui and Shanjie sections in Zhongli District, Taoyuan; the Platinum Aiyue, Municipal Aiyue, and Romain Laolan in Xitun District, Taichung City; the Xindu section in Sanmin District, Kaohsiung City; the Platinum Aiyue in Zuoying District; the Zhongzheng No. 1 House in Qianjin District; and the Left Bank of the Paris River (by a subsidiary of the Group). Meanwhile, the Company continues to pay attention to all kinds of changes to national economy, business environment changes related to livelihood wealth. This year, the number of promoted cases is expected to maintain steady growth, of course, we will also work harder to return the support and affirmation of shareholders.

Next, I would like to report to the shareholders of Highwealth's consolidated revenue of NT\$44.3 billion for 2021, in which the contributing construction cases include Hsin Sen Hou Condominium in Qingpu District, Shuanghu Hui, Taipei CBD Times Square, Chungyan A+ Condominium, Highwealth Manor, Fu Jiang Cui Condominium, Tayue and Tahe Condominiums at Jiangcui District, and Yueyang project in Science Park in Hsinchu, etc. The contributing construction cases to the revenue at Taichung comprise Hengyung Condominium, Shuhe Condominium, Castle of Orion, Boshi Condominium, Love of Orion, Taichung Country No.1 Courtyard, etc. In the south, the contributing construction cases include Up East Town in Tainan, Huaren Hui Condominium, Yueh Cheng Condominium, Bo Yue Condominium, Da Yue Condominium, Boai Hsianghsieh Condominium, and Meishu Tayue Condominium in Kaohsiung City, coupled with the revenue contributions from subsidiary, Chyi Yuh Construction's projects, Boyuan Construction's projects, namely Taipei Chungshan Kaiyan Condominium, Runlong Construction's projects, namely Berkely Park, Zhong Yen A+, Taichung Di Bao Condominium, Kuo Pin Condominium, Runlong Condominium, True Love Condominium, Ture Love No.2 Condominium, and Yueh Cheng Condominium. These cases had created an after-tax profit of NT\$6.45 per share for 2021!

Highwealth is committed to change and innovation. Apart from the sales made by subsidiaries, new projects are launched consistently to cater to the market demand in northern, central, and southern Taiwan. In the next six years, new houses completed are expected to exceed NT\$300 billion. When we face competition posed by our counterparts, we focus on our foundation in the core construction business, and continue to acquire land to stay ahead of the industry and seek further market opportunities for double the value. In response to a severe labor shortage, we have taken early actions. In addition to the Building Information Modeling (BIM), which has already been in use for 10 years, and precast construction, the aluminum modules and pre-assembled steel pillars have been developed, and we are also studying the possibility that robots may be used to carry the construction materials. Although the costs will rise, the use of new technologies can be applied at our sites in the northern, central and southern areas. The new technologies shall be helpful in increasing the engineering quality and the overall construction technology.

Highwealth is committed to our philosophy of "integrity" and "sustainable development", while closely monitoring the housing demand, change in the economic

environment, improve products and service quality, and actively optimize our development and finances in order to maximize the benefits and value for our customers, shareholders and employees, as well as to contribute to society. The number of employees of the Group has grown steadily from 165 when it first listed in 2000 to about 1,500 now. In the future, we will continue to invest more in Taiwan and provide more job opportunities in Taiwan, so we can contribute to the economic growth of Taiwan together.

Finally, I would like to thank all gentlemen and ladies who are here today for your continued support and care. Thank you!

I. Operating Condition in 2021

(I) Operating results

The Company's net consolidated revenue for 2021 was NT\$44,282,065 thousand, representing an increase of NT\$19,819,047 thousand as compared to NT\$24,463,018 thousand for 2020.

The Company's consolidated net profit before tax for 2021 was NT\$11,196,703, representing a decrease of NT\$7,880,546 as compared to NT\$3,316,157 NT dollars of 2020.

The increase in net profits was mainly due to the increase in the domestic housing market's rigid demand driven by factors including proper control measures over the domestic epidemic, easy monetary support, and increased transparency of transaction information through actual price registration, which contributed to the increase in the number of completed construction projects and sales as compared to the previous year.

(II) Budget implementation status

In accordance with the public standards for information processing of the Company's public financial forecasting, it is not necessary for the Company to prepare financial forecasting for 2021.

(III) Financial income and expenses

The consolidated financial revenue and expenditure status of the Company and subsidiaries for the last two years is summarized as follows:

Unit: 1,000 NT dollars

Items	2021	2020
Net operating income	10,014,960	4,136,357
Non-operating income and expenses	1,181,743	(820,200)
Pre-tax net profit	11,196,703	3,316,157
Profit (loss)	9,589,110	2,823,254
Total comprehensive income	9,603,497	2,825,867

(IV) Profitability capacity analysis

The consolidated profitability analysis of the Company and subsidiaries for the last two years is summarized as follows:

Items	2021	2020
Return on Assets (%)	5.41	2.15
Return on Equity (%)	23.53	8.04
Pre-tax net profit to paid-in capital ratio (%)	80.39	25.70
Net Profit Ratio (%)	21.65	11.54
Earnings per share(NT\$)	6.45	2.11

(V) Status of research and development

1. In terms of construction planning and design: the most appropriate products shall be planned to meet the needs of consumers taking count of the three major principles of practicality, firmness and aesthetics in accordance with the characteristics of the promoted cases position and surrounding environment.
2. In terms of construction project and management: develop the most suitable construction technology and project management for different types of construction sites, strictly control the construction quality, cost and progress, and ensure the safety of the construction site.
3. In terms of market research and development: master the real estate market information, collect the land and housing market data of various districts, conduct regular discussions and analysis, provide the basis for product

positioning and marketing strategy, and take creating high sales rate as the purpose.

II. Prospects of 2022

Highwealth Group will continue to purchase land in Keelung, Taipei, New Taipei City, Taoyuan, Taichung, Tainan, and Kaohsiung districts in 2022, and venture into restaurants, shopping malls, hotels, and other new businesses. We will continue to strive to achieve new record through diversification operating method.

The objectives for the coming years are declared as follows:

(I) Operating Policy

The Highwealth Group's business philosophy has always been "integrity" and "sustainable management", and we are working towards the goal of doubling the market value of the Company to make profits for both employees and shareholders. As the Group's operations become more diversified, our operating policies are as follows:

1. In terms of expansion: The Company plans to expand product development in a professional manner, diversify operating risks, ensure project quality and progress, and vertically integrate upstream, midstream and downstream suppliers, such as suppliers of water, electricity and building materials, interior decorators, and real estate agencies. With a range of diversified operating strategies, the Company seeks to reduce operating costs, improve product competitiveness, optimize efficiency and continue development from base locations, to create service momentum and expand the scale of the Company. For example, the Company has partnered with Marriott and Hyatt, the world's largest hotel chains, to enter the hotel industry and implement its diversified business strategy.
2. In terms of development: The Company acquires land with a range of diversified methods and develop comprehensively. Apart from training professionals and establishing project teams, the Company strengthens the inter-industry strategic alliances, and establish national land information systems. Combining with the development and management philosophy, the

Company strengthens the value of the entity, so as to facilitate land acquisition and project development, as well as actively developing urban renewal plan cases.

3. In terms of planning: The Company collects the characteristics of the design and planning of real estate buildings in various countries extensively, attach importance to the fire prevention labels, green buildings, building materials labels, intelligent building labels and earthquake-resistant building labels in public areas, and add the concepts of energy conservation, water conservation, ecology and environmental protection to encourage the improvement of building quality. Depending on the market demand differences and regional differences, structural changes in population and family composition, the Company plans and designs exquisite and humanized high-quality products, and provides perfect after-sales service to establish a good brand image and reputation of the Company, so as to further enhance customer trust in the Company and the brand of Highwealth.
4. In terms of management system: In order to cope with the increasing business scale, apart from strengthening the internal control system, budget management and corporate governance, the Company has also enforced job accountability and digitalized various processes to increase work efficiency, and strengthened the coordination of horizontal and vertical communication to facilitate the management process for creating performance growth, while increasing work and management efficiency.
5. In terms of finances: Strengthen the financial operating capability, maintain the appropriate equity ratio to cater to the fluctuation of market interest rates, and raise the long and short-term funding requirements through the capital and money markets, so as to enhance the competitiveness of the Company.
6. In terms of resources: Continue to strengthen employee training, enhance the management capability of supervisors, implement sustainable development policies, provide training to cater to human resources requirement for future development, increase the competitiveness of the Company so as to provide high quality service and ensure the core value of the Company is entrusted to

the future generation.

(II) Major production and marketing policies

1. Production policies:

- (1) Based on the solid professional foundation of land development, fully grasp the information of land sources, closely screen, actively participate in urban renewal land development and joint development of MRT stations, and actively expand and reserve land resources of high-quality lots.
- (2) Establish appropriate pricing, sales channels and advertisement strategies pertinent to the characteristics of the products, supervise the meeting of the targets of each sales scheme and closely monitor market trends to allow flexible adjusting, in order to facilitate project development and maximize profitability.
- (3) To implement diversified business strategies, the Company will increase the proportion of commercial office buildings and factory premises, enter into the hotel business, and improve the operating performance for its investment business.
- (4) In respond to lack of labors in the current status, the Company will continue to develop BIM Architectural Information Center, precast method, aluminum mold, enhance engineering techniques, quality, efficiency and environmental friendly and promote renovation to construction technology in Taiwan comprehensively.
- (5) The product positioning and construction planning of projects that are yet to be developed must be responsive to the demands of the housing market and the changes in the economic environment. The Company shall seek to meet its targets for improving its products, services, safety and active development.

2. Sales strategies:

- (1) Sales conception of zero-residue house.

- (2) Conduct analysis of market demand and work well in product positioning.
- (3) Establish diversified marketing channels and apply big data technology.
- (4) Establish enterprise brand identification and “customer-oriented” service orientation.
- (5) Adopt the most appropriate construction method to work well in quality control and cost control.
- (6) Strengthen the discussion of relevant laws and decrease the possibility of house purchase disputes.

(III) Future development strategies of the Company

1. Intensively concentrate on the industry: For the Company’s existing projects, effectively integrate the resources of all parties, deepen the company branding, strengthen the development strategy of diversification of construction materials, and implement the policy of providing high quality products, cost reduction and fast-paced project development to expand the Company steadily.
2. Sustainable development: Seek domestic and overseas niche market projects in the future; apart from optimizing engineering technologies and construction quality, make use of the existing management team and AI to continue to maximize the value of the Company’s branding.
3. Development of a second core industry: Make use of existing commercial real estate of construction cases to develop a fixed-income business entity, plan for comprehensive development opportunities, and create a domain for diversified blue ocean operations to pursue a stable dividend policy

(IV) Impacts posed by external competition, the regulatory environment and the overall business environment

1. External competition: According to the latest statistics from the Ministry of the Interior, the total number of houses to be transacted in 2021 was 348,000, the highest in 8 years, with an annual increase of 6.62% compared to 2020. The number of transactions has been rising for 5 consecutive years since 2016, which reflects the market's strong demand, showing that the overall housing

market is going up in terms of price and volume. In addition, in response to the returning of Taiwanese businessmen and high-end customers, the demand for large luxury houses has increased greatly. The Company continues to lead the industry and obtain the largest market share by taking advantage of its brand, team and flexible marketing strategy, in response to rapid changes in the industry.

2. Regulatory environment: The Central Bank initiated the first rate hike in 10 years, and has raised interest rates by 0.25 percentage points. The Bank has also launched four policies to curb real estate speculation and reinforce four real estate credit controls, including lowering the mortgage ratio for natural persons to purchase high-priced residential properties and set the mortgage ceiling for third or more house purchases. The Ministry of the Interior has launched a major campaign to curb speculation in the housing market, and has proposed amendments to the "Equalization of Land Rights Act" and the "Real Estate Broking Management Act" to restrict pre-sales and resales of newly completed houses, and to impose heavy penalties on the speculators in housing prices. In addition, there are also changes to the Actual Price Registration 2.0 and House and Land Transactions Income Tax 2.0. The Company will focus more on market trends and study the laws and regulations to ensure shareholders' rights and interests.
3. Overall business environment: Last year, the domestic demand for residential properties increased, resulting in an increase in housing prices in the seven metropolitan areas. Among them, the main reason was that TSMC, the "Protector of the Nation", invested and set up a factory in Kaohsiung. The TSMC's factory in Southern Taiwan Science Park has driven the housing price to rise in the Great Southern of Taiwan. The market is supported by many factors, such as the continued high growth of exports, the overall economic support, interest rates are still at the low level and capital is plentiful, inflationary concerns are worsening, wages and building materials and other construction costs are rising; therefore, housing prices are still going up rather than down. In North Taiwan, the real estate market is mature, and it is estimated that in 10 years, the entire business activity center in the north will move to

Taoyuan, while the central and southern areas have the advantages in population and industrial migration, so that housing prices in the central area will continue to rise. In conclusion, the Company is optimistic about the future of the housing market as this year will be a good opportunity for home buyers to purchase houses to live or invest in, and the profits of commercial office investments are especially steady and will be the focus of the real estate market.

In the end, I, only on behalf of the Company, would like to show my thanks to ladies and gentlemen for your encouragement and support, and wish you

All the best and family peace

Chairperson: Cao Yuanbo  Manager: Fan Huajun  Accountant Officer: Li Xiutai 

Report Item II

Proposal: Audit Committee's Review Report of the Company's Audited Financial Statements for 2021, please review.

Explanation: (I) The financial statements of the Company and its consolidated subsidiaries in 2021 have been certified by the Audit Committee, and the review report has been issued.

(II) The Audit Committee convener is invited to read out the review report.

Highwealth Construction Corporation Inspection Report of Audit Committee

The Board of Directors prepared the 2021 financial statements of the Company and its consolidated subsidiaries, which was audited by the accountants of KPMG Certified Public Accountant Office, Han I-Lien and Chien Tinuan. The Audit Committee has reviewed the business report and earnings appropriation proposal, and finds no material misstatement. In accordance with the Securities and Exchange Act, Article 14-4 and the Company Act, Article 219, the Committee hereby submits the review report.

To

2022 Annual Shareholder's Meeting of Highwealth Construction Corporation

Audit Committee Convener: Hong Xiyao

April 6, 2022



Report Item III

Proposal: Report on the Compensation Distribution for Employees and Directors for 2021,
please review.

Explanation: (I) In accordance with Article 29 of the Articles of Incorporation, considering the overall shareholders' interest, and referring to the level of the industry and the overall economic environment, the Company has appropriated NT\$60,000,000 as employee compensation and NT\$11,000,000 as director remuneration for 2021, all of which were disbursed in cash.

(II) The amount of appropriation was estimated and proposed based on the financial statements of the Company, and there was no difference from the estimated amount of the recognized expenses for 2021.

(III) The amount of employee and director remuneration proposed for distribution and the payment method have been discussed and approved by the Salary and Remuneration Committee.

Report Item IV

Proposal: Report on the Distribution of Cash Dividends from the Company's Retained Earnings for 2021, please review.

- Explanation: (I) In accordance with Articles 29-1 of Articles of Incorporation, the Company granted the authority to the Board to determine a part or all of the bonus may be distributed by cash with a resolution and report to the shareholders' meeting.
- (II) For the earnings distribution for 2021, apart from the 10% appropriation to the legal reserve in accordance with the law and regulations, the distribution percentages were made in accordance with the Articles of Incorporation, whereby NT\$6,171,565,700 of the earnings was appropriated as cash dividend of NT\$4.16 per share (i.e., NT\$4,160 for every thousand shares) for 2021.
- (III) The cash dividends are calculated up to NT\$1.0 (decimal points are rounded down). The total uncounted shares in fractions of NT\$1.0 shall be listed as other income of the Company.
- (IV) In case of changes to laws and regulations or adjustments made by competent agencies or the buyback, cancellation, share exchange of corporate bonds, issuance of new stocks or other changing factors affecting the shares by the Company afterwards, resulting changes to current number of shares and pay-out ratio, full authorization shall be given to Board of Directors to make adjustments on these matters.

Report Item V

Proposal: Report on the Provision of Endorsements and Guarantees for 2021, please review.

Explanation: The maximum endorsement and guarantee provided by the Company amounts to NT\$81,447,738 thousand. As of December 31, 2021, the balance of endorsements and guarantees amounted to NT\$13,496,000 thousand. The recipients of the endorsements and guarantees are as follows:

Unit: 1,000 NT dollars

Endorser/ Guarantor	Endorsee/Guarantee		Limit on endorsement/guaran- tee amount provided to single enterprise	The maximum balance of endorsements and guarantees for the current period	The balance of endorsement and guarantee at the end of the period	Actual expenditure amount	Endorsement and guarantee amount secured by property	Ratio of cumulative endorsement and guarantee amount to the net value of financial statements for the last period	Maximum limit of endorsement and guarantee	Endorse- ment and guarantee provide d by parent compan y to subsidi- ary	Guarant- ee provide d by subsidi- ary	Guarant- ee provided to subsidi- ary in Mainlan d China
	Company Name	Relation										
The Company	Chiyuh Construction	Subsidiary of the Company	40,723,869	8,846,000	8,846,000	4,238,000	-	21.72%	81,447,738	Y	N	N
The Company	Boyuan Construction	Subsidiary of the Company	40,723,869	1,269,744	1,115,000	547,000	148,000	2.74%	81,447,738	Y	N	N
The Company	Well Rich International	Subsidiary of the Company	40,723,869	340,000	340,000	240,000	-	0.83%	81,447,738	Y	N	N
The Company	Pi Chiang Enterprise	Subsidiary of the Company	40,723,869	3,195,000	3,195,000	1,550,000	50,000	7.85%	81,447,738	Y	N	N
Teh Kee	The Company	Provided by subsidiary to parent company	40,723,869	1,907,700	1,907,700	1,907,700	1,907,700	4.68%	81,447,738	N	Y	N

Note 1: There are seven relationships between the endorsement guarantee and the object of the endorsement and guarantee shown as follows, of which it is sufficient to indicate the type:

- (1) Companies with business dealings.
- (2) Companies in which the Company directly and indirectly holds more than 50% of the voting shares.
- (3) Companies that directly and indirectly hold more than 50% of the voting shares in the Company.
- (4) Companies in which the Company directly or indirectly holds more than 90% of the voting shares.
- (5) Companies that conduct mutual insurance of the same industry or co-creator based on the requirements of contracting project in accordance with the contract provisions.
- (6) The object companies of endorsement and guarantee by all contributing shareholders in shareholding ratio for reasons of joint investment.
- (7) Inter-industry performance bonds for advance sale housing sales contracts in accordance with the regulations of consumer protection law

Note 2: The specified total liability of endorsement and guarantee responsibility and the endorsement and guarantee limit for single enterprise in the endorsement and guarantee operating method of the Company and its subsidiaries are shown as follows:

- (1) The total liability of external endorsement and guarantee shall not exceed 200% of the net value of the Company.
- (2) The amount of endorsement and guarantee for single enterprise shall not exceed 100% of the net value of the Company for the current period.

Report Item VI

Proposal: Report on the implementation status of the Company's treasury stock repurchase.

Explanation: The implementation status of the Company's share repurchase is as follows, please refer to pages 48 to 49 of this Handbook (Attachment I) for information on the third term of share repurchase and transfer to employees:

2022/04/16

Term of share repurchase	The Third
Date of the Board of Directors' resolution	April 23, 2021
Purpose of repurchase	Transferring shares to employees
Duration	2021/04/26 - 2021/06/22
Type and Number of Shares Repurchased	Ordinary shares, 20,000,000 shares
Amount of Shares Repurchased	NT\$884,907,994
Percentage of the number of repurchased shares to the number of estimated shares repurchased	100%
Average Repurchase Price Per Share	NT\$44.25
Number of shares cancelled and transferred	0
Accumulated number of shares held of the Company	20,000,000 shares
Percentage of the cumulative number of shares held by the Company to the total number of shares outstanding (%)	1.28%

Report Item VII

Proposal: Report on Offering and Issuance Status of Corporate Bonds shall be submitted to the Board of Directors and Shareholders.

Explanation: The offering and issuance status of corporate bonds of the Company:

- (I) The fifth domestic secured convertible corporate bonds were issued in the amount of 10,020,000,000 NT dollars approved by the Financial Supervisory Commission JGZFZ No.1060016434 Letter on May 22, 2017.
- (II) The issuance of the first domestic secured ordinary corporate bonds of NT\$2 billion in 2021 was approved by Taipei Exchange Letter Zheng-Gui-Zhai-Zi No. 10900149781 dated January 6, 2021, and Letter Zheng-Gui-Zhai-Zi No. 11000002912 dated January 8, 2021.
- (III) The issuance of the second domestic secured ordinary corporate bonds of NT\$2 billion in 2021 was approved by Taipei Exchange Letter Zheng-Gui-Zhai-Zi No. 10900150101 dated January 6, 2021, and Letter Zheng-Gui-Zhai-Zi No. 11000002592 dated January 12, 2021.
- (IV) The issuance of the third domestic secured ordinary corporate bonds of NT\$3 billion in 2021 was approved by Taipei Exchange Letter Zheng-Gui-Zhai-Zi No. 11000103481 dated September 8, 2021, and Letter Zheng-Gui-Zhai-Zi No. 11000105872 dated September 14, 2021.
- (V) The issuance of the first domestic secured ordinary corporate bonds of NT\$2 billion in 2022 was approved by Taipei Exchange Letter Zheng-Gui-Zhai-Zi No. 1110003060 dated April 11, 2022, and Letter Zheng-Gui-Zhai-Zi No. 11100033082 dated April 14, 2022.
- (VI) Please refer to pages 50 to 54 (Attachment II) of the Meeting Handbook for the issuance status of the aforementioned corporate bonds.

Proposals for Acceptance and Approval

Proposals for Acceptance and Approval

Proposed by the Board of Directors

Item I

Proposal: To approve the 2021 Business Report and Financial Statements.

Explanation: (I) The Company's 2021 business report and financial statements have been prepared; the 2021 standalone and consolidated financial statements have been audited by CPA Yi-Lien Han and CPA Ti-Nuan Chien from KPMG Taiwan, and an audit report has been issued, together with the business report (please refer to pages 4 to 14 of this Handbook), which has been audited and completed by the Audit Committee.

(II) Please refer to the following financial statements.

Resolution:

Highwealth Construction Corporation

Independent Auditors' Report

To the Board of Directors of Highwealth Construction Corp.:

Opinion

We have audited the accompanying parent company only financial statements of Highwealth Construction Corp. (“the Company”), which comprise the parent company only balance sheets as of December 31, 2021 and 2020, the parent company only statement of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the parent company only financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying parent company only financial statements present fairly, in all material respects, the parent company only financial position of the Company as December 31, 2021 and 2020, 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 audits in accordance with the Regulations Governing Auditing and Certification of Financial Statements by Certified Public Accountants and the auditing standards generally accepted in the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the parent company only Financial Statements section of our report. We are independent of the Company in accordance with the Certified Public Accountants Code of Professional Ethics in Republic of China (“the Code”), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis of our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the parent company only financial statements for the year ended December 31, 2021. These matters were addressed in the context of our audit of the parent company only financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. Key audit matters for the parent company only financial statements for the year ended December 31, 2021 are stated as follows:

1. Revenue recognition

Please refer to note 4(o) and 6(w) of the parent company only financial statements for the account policies on revenue recognition and the details of revenue.

Description of key audit matter

The real estate industry, in which the Company is into, has a higher tendency of revenue fluctuation, therefore the management has set up relevant internal control procedures. The Company's sales revenue was NT\$33,952,426 thousands in 2021, whether

revenue is presented fairly has a significant impact on financial statement. Therefore, the recognition of sales revenue is one of the most important evaluation in performing our audit procedures.

Auditing procedures performed

Our principal audit procedures included testing the effectiveness of the design and implementing the internal control system of sales revenue and collection process of the Company, as well as randomly examining sales contracts, bank account transaction record and real estate ownership transfer document, etc. In addition, we test the samples of sales transaction before and after the end of the year to ensure the correctness of sales revenue, check the related documents, and verify the timing of revenue recognition.

2. Inventory valuation

Please refer to note 4(g) and 6(e) of the parent company only financial statements for the accounting policies on measuring inventory, assumption used and uncertainties considered in determining the net realizable value and the details of inventory.

Description of key audit matter

As of December 31, 2021, inventory of the Company valued NT\$109,347,222 thousands, constituting 73% of the total assets, which was presented with lower of cost or net realizable value method. The judgment of net realizable value of inventory relies on management since the Group focuses on real estate industry, which is not only deeply affected by politics, economics, and revolution of housing and land taxation, but also an industry involving a large portion of capital infusion and long term payback. Thus, the valuation of inventory is one of the most important valuation in performing our audit procedures.

Auditing procedures performed

Our principal audit procedures included understanding the Company's operating and accounting procedures for inventory valuation. Obtain the Company management's data of inventory valuation, inspecting and recalculating the net realizable value of inventory whether adequate. The net realizable value can be assessed in both ways: through reviewing the recent selling price of the premises, or by inquiring the selling price of premises nearby from the "Actual Selling Price of Real Estate" website.

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

Management is responsible for the preparation and fair presentation of the parent company only 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 parent company only financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the parent company only 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.

Auditor's Responsibilities for the Audit of the Parent Company only Financial Statements

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

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

1. Identify and assess the risks of material misstatement of the parent company only 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 parent company only financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the parent company only financial statements, including the disclosures, and whether the parent company only 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 parent company only financial statements for the year ended December 31, 2021 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.

KPMG

Independent
auditors:

韓 沂 連



簡 華 聰



Serial Number of the Document of Approval by the Competent Authority in Charge of Securities Affairs
Jing Guang Zheng Shen No.
1090332798
(88) Tai-Tsai-Cheng-VI No.18311

March 15, 2022

Highwealth Construction Corporation
Parent Company only Balance Sheets
December 31, 2021 and 2020



(Expressed in Thousands of New Taiwan Dollar)

		December 31, 2021		December 31, 2020		Total assets	\$ 150,018,752	100	136,176,474	100	
Assets		Amount	%	Amount	%		December 31, 2021	%	December 31, 2020	%	
1100	Current assets:					Liabilities and Equity					
	Cash and cash equivalents (Note 6(a))	\$ 7,488,210	5	6,543,049	5	Current liabilities:					
1110	Financial assets at fair value through profit or loss — current					2100	Short-term borrowings (Note 6(m))	\$ 68,832,722	46	58,184,725	43
	(Notes 6(b) and 8)	272,854	-	270,366	-	2110	Short-term notes and bills payable (Note 6(n))	4,683,438	3	4,976,720	4
1150	Notes receivable, net (Note 6(d))	1,940,864	1	1,290,121	1	2130	Current contract liabilities (Notes 6(w), 7 and 9(a))	6,413,104	4	7,948,977	6
1170	Accounts receivable, net (Notes 6(d) and 7)	88,907	-	107,195	-	2150	Notes payable	2,099	-	3,633	-
130X	Inventories (Notes 6(e), 7 and 8)	109,347,222	73	97,465,526	72	2170	Accounts payable	447,244	-	394,350	-
1410	Prepayments (Note 7)	80,331	-	217,737	-	2180	Accounts payable to related parties (Note 7)	1,572,788	1	1,313,731	1
	Non-current assets classified as held for sale, net (Notes 6(f) and 8)	-	-	733,106	1	2200	Other payables (Note 7)	2,491,921	2	1,717,064	2
1460	Other current financial assets (Notes 6(l), (z), 7,8 and 9(b))	9,489,284	6	9,186,064	7	2230	Current tax liabilities	884,977	1	187,862	-
1479	Other current assets, others	135,097	-	13,178	-	2280	Lease liabilities (Note 6(q))	37,933	-	1,442	-
	Current assets recognized as incremental costs to obtain contract with customers (Note 6(l))	1,614,585	1	1,954,525	1	2305	Other current financial liabilities (Note 7)	128,397	-	176,268	-
1480		130,457,354	86	117,780,867	87	2321	Bonds payable, current portion (Note 6(p))	6,332,175	4	6,981,477	5
	Non current assets:					2322	Long-term borrowings, current portion (Note 6(o))	98,310	-	941,422	1
1517	Non-current financial assets at fair value through other comprehensive income (Note 6(c))	556,458	-	553,139	-	2399	Other current liabilities, others	403,286	-	592,068	-
	Investments accounted for using equity method, net (Notes 6(g), (h), and 8)	8,185,352	6	5,295,101	4			92,328,394	61	83,419,739	62
1600	Property, plant and equipment (Notes 6(i) and 8)	425,156	-	437,576	-	2530	Non Current liabilities:				
1755	Right of use assets (Note 6(j))	48,324	-	1,427	-	2540	Bonds payable (Note 6(p))	14,406,358	10	17,548,006	13
1760	Investment property, net(Notes 6(k) and 8)	6,472,768	5	3,876,811	3	2570	Long-term borrowings (Note 6(o))	2,389,420	2	3,049,178	2
1780	Intangible assets	3,742	-	2,757	-	2580	Deferred tax liabilities (Note 6(t))	340	-	340	-
1840	Deferred tax assets (Notes 6(t))	14,544	-	14,544	-		Lease liabilities - non-current (Note 6(q))	143,985	-	-	-
	Other non-current financial assets (Notes 6(l) and 8)	3,776,164	3	8,214,252	6	2640	Net defined benefit liability, non-current (Note 6(s))	26,386	-	37,287	-
1980	Other non current assets, others	78,890	-	-	-			16,966,489	12	20,634,811	15
1990		19,561,398	14	18,395,607	13		Total liabilities	109,294,883	73	104,054,550	77
						Equity:					
						3100	Common stock (Note 6(u))	13,927,531	9	12,902,969	9
						3200	Capital surplus (Note 6(u))	3,609,808	3	680,821	1
							Retained earnings (Note 6(u)):				
						3310	Legal reserve	7,552,326	5	7,295,747	5
						3350	Unappropriated earnings	16,069,240	11	10,793,502	8
						3400	Other equity interest (Note 6(u))	538,747	-	535,453	-
						3500	Treasury stock (Note 6(u))	(973,783)	(1)	(86,568)	-
							Total equity	40,723,869	27	32,121,924	23
							Total liabilities and equity	\$ 150,018,752	100	136,176,474	100

Chairperson: Cao Yuanbo



Manager: Fan Huajun



Accountant Officer: Li Xiutai



 Highwealth Construction Corporation
 Parent Company only Statements of Comprehensive Income
 For the years ended December 31, 2021 and 2020

(Expressed in Thousands of New Taiwan Dollar)

		2021		2020	
		Amount	%	Amount	%
4000	Operating revenue (Notes 6(r) and 6(w))	\$ 34,035,323	100	18,157,516	100
5000	Operating cost (Note 6(e))	23,689,352	70	12,521,372	69
	Gross profit from operations	10,345,971	30	5,636,144	31
5920	Add: Realized profit (loss) on from sales	1,486,744	4	1,236	-
		11,832,715	34	5,637,380	31
	Operating expenses:				
6100	Selling expenses (Note 7)	1,442,173	4	923,931	5
6200	Administrative expenses	1,096,907	3	724,738	4
		2,539,080	7	1,648,669	9
	Net operating income	9,293,635	27	3,988,711	22
	Non operating income and expenses:				
7100	Interest income (Note 6(y))	9,533	-	8,424	-
7010	Other income (Notes 6(y) and 7)	33,692	-	50,385	-
7020	Other gains and losses (Note 6(y))	1,116,626	3	136,188	1
7050	Financial costs (Note 6(y))	(858,103)	(3)	(713,351)	(4)
7070	Share of losses of associates and joint ventures accounted for using equity method, net (Note 6(g))	(201,347)	-	(477,590)	(3)
	Total non operating income and expenses	100,401	-	(995,944)	(6)
	Profit from continuing operations before tax	9,394,036	27	2,992,767	16
7950	Less: Income tax expenses (Note 6(t))	1,207,168	3	346,966	2
	Profit (loss)	8,186,868	24	2,645,801	14
8300	Other comprehensive income:				
	Components of other comprehensive income that will				
8310	not be reclassified to profit or loss				
	Gains on remeasurements of defined benefit				
8311	plans (Note 6(s))	10,981	-	(1,469)	-
	Unrealized gains from investments in equity				
8316	instruments measured at fair value through other comprehensive income	3,319	-	2,775	-
	Share of other comprehensive income of subsidiaries, associates and joint ventures accounted for using equity method, components of other				
8330	comprehensive income that will not be reclassified to profit or loss	112	-	1,256	-
	Income tax related to components of other comprehensive income that will not be reclassified to				
8349	profit or loss	-	-	-	-
	Components of other comprehensive income that will not be reclassified to profit or loss	14,412	-	2,562	-
	Components of other comprehensive income that will				
8360	be reclassified to profit or loss				
	Exchange differences on translation of foreign				
8361	financial statements	(25)	-	51	-

	Income tax related to components of other comprehensive income that will be reclassified to profit or loss				
8399		-	-	-	-
	Components of other comprehensive income that will be reclassified to profit or loss	(25)	-	51	-
8300	Other comprehensive profits and losses	14,387	-	2,613	-
	Total comprehensive income	\$ 8,201,255	24	2,648,414	14
	Earnings per share (Note 6(v))				
9750	Basic earnings per share	\$	6.45		2.11
9850	Diluted earnings per share	\$	5.44		1.80

Chairperson: Cao Yuanbo



Manager: Fan Huajun



Accountant Officer: Li Xiutai



 Highwealth Construction Corporation
 Parent Company only Statements of Changes in Equity
 For the years ended December 31, 2021 and 2020

(Expressed in Thousands of New Taiwan Dollar)

	Capital		Retained earnings			Total other equity interest				
	Common stock	Capital surplus	Legal reserve	Unappropriated earnings	Total	Exchange differences on translation of foreign financial statements	(losses) on financial assets measured at fair value through other comprehensive income	Total	Treasury stock	Total equity
Balance on January 1, 2020	\$ 11,666,288	424,474	7,227,303	10,629,412	17,856,715	195	532,432	532,627	(83,810)	30,396,294
Profit (loss)	-	-	-	2,645,801	2,645,801	-	-	-	-	2,645,801
Other comprehensive profits and losses	-	-	-	(213)	(213)	51	2,775	2,826	-	2,613
Total comprehensive income	-	-	-	2,645,588	2,645,588	51	2,775	2,826	-	2,648,414
Appropriation and distribution of retained earnings:										
Legal reserve appropriated	-	-	68,444	(68,444)	-	-	-	-	-	-
Cash dividends of ordinary share	-	-	-	(1,166,629)	(1,166,629)	-	-	-	-	(1,166,629)
Stock dividends of ordinary share	1,166,628	-	-	(1,166,628)	(1,166,628)	-	-	-	-	-
Conversion of convertible bonds	70,053	203,150	-	-	-	-	-	-	-	273,203
Adjustments of capital surplus for company's cash dividends received by subsidiaries	-	53,304	-	-	-	-	-	-	-	53,304
Difference between consideration and carrying amount of subsidiaries acquired or disposed	-	-	-	(79,797)	(79,797)	-	-	-	-	(79,797)
Changes in ownership interests in subsidiaries	-	5	-	-	-	-	-	-	(2,758)	(2,753)
Changes in other capital surplus	-	(112)	-	-	-	-	-	-	-	(112)
Balance at December 31, 2020	12,902,969	680,821	7,295,747	10,793,502	18,089,249	246	535,207	535,453	(86,568)	32,121,924
Profit (loss)	-	-	-	8,186,868	8,186,868	-	-	-	-	8,186,868
Other comprehensive profits and losses	-	-	-	11,093	11,093	(25)	3,319	3,294	-	14,387
Total comprehensive income	-	-	-	8,197,961	8,197,961	(25)	3,319	3,294	-	8,201,255
Appropriation and distribution of retained earnings:										
Legal reserve appropriated	-	-	256,579	(256,579)	-	-	-	-	-	-
Cash dividends of ordinary share	-	-	-	(2,581,927)	(2,581,927)	-	-	-	-	(2,581,927)
Conversion of convertible bonds	1,024,562	2,869,886	-	-	-	-	-	-	-	3,894,448
Treasury stock repurchases	-	-	-	-	-	-	-	-	(884,908)	(884,908)
Adjustments of capital surplus for company's cash dividends received by subsidiaries	-	58,773	-	-	-	-	-	-	-	58,773
Difference between consideration and carrying amount of subsidiaries acquired or disposed	-	-	-	(83,717)	(83,717)	-	-	-	-	(83,717)
Changes in ownership interests in subsidiaries	-	328	-	-	-	-	-	-	(2,307)	(1,979)
Balance at December 31, 2021	\$ 13,927,531	3,609,808	7,552,326	16,069,240	23,621,566	221	538,526	538,747	(973,783)	40,723,869

Chairperson: Cao Yuanbo



Manager: Fan Huajun



Accountant Officer: Li Xiutai



Highwealth Construction Corporation
Parent Company only Statements of Cash Flows
For the years ended December 31, 2021 and 2020



(Expressed in Thousands of New Taiwan Dollar)

	2021	2020
Cash flows from (used in) operating activities:		
Profit before tax	\$ 9,394,036	2,992,767
Adjustments:		
Adjustments to reconcile profit (loss):		
Depreciation expense	72,755	76,193
Amortization expense	5,540	4,859
Expected credit loss / Provision (reversal of provision) for bad debt expense	-	4,680
Net loss (gain) on financial assets or liabilities at fair value through profit or loss	(2,556)	(44,151)
Interest expense	858,103	713,351
Interest income	(9,533)	(8,424)
Dividend income	-	(15,166)
Share of loss of subsidiaries, associates and joint ventures accounted for using equity method	201,347	477,590
Loss on disposal of property, plant and equipment	100	133
Gain on disposal of investment properties	(245,982)	(112,057)
Realized loss (profit) on from sales	(1,486,744)	(1,236)
Leaseback gain	(870,373)	-
Total adjustments to reconcile profit (loss)	<u>(1,477,343)</u>	<u>1,095,772</u>
Changes in operating assets and liabilities:		
Changes in operating assets:		
Decrease in financial assets at fair value through profit or loss, mandatorily measured at fair value	-	61,327
Increase in notes receivable	(650,743)	(21,901)
Decrease (increase) in accounts receivable	18,288	(5,719)
Increase in inventories	(13,644,914)	(21,678,220)
Increase in other non-current assets	(78,890)	-
Decrease (increase) in prepayments	132,669	63,748
Decrease (increase) in other current assets	(121,919)	7,810
Increase in other financial liabilities	(303,209)	(5,008,875)
Decrease (increase) in incremental costs to obtaining a contract	339,940	(646,537)
Total changes in operating assets	<u>(14,308,778)</u>	<u>(27,228,367)</u>
Changes in operating liabilities:		
Increase (decrease) in contract liabilities	(1,227,100)	3,216,148
Decrease in notes payable	(1,534)	(3,902)
Increase (decrease) in accounts payable	311,951	(197,279)
Increase (decrease) in other payable	784,951	(23,979)
Decrease in other financial liabilities	(47,871)	(55,444)
Increase in other current liabilities	(188,782)	518,445
Increase in net defined benefit liability	80	466
Total changes in operating liabilities	<u>(368,305)</u>	<u>3,454,455</u>
Total changes in operating assets and liabilities	<u>(14,677,083)</u>	<u>(23,773,912)</u>
Total adjustments	<u>(16,154,426)</u>	<u>(22,678,140)</u>
Cash inflow (outflow) generated from operations	(6,760,390)	(19,685,373)
Income taxes paid	(506,843)	(195,344)
Net cash flows from (used in) operating activities	<u>(7,267,233)</u>	<u>(19,880,717)</u>

 Highwealth Construction Corporation
 Parent Company only Statements of Cash Flows (CONT' D)
 For the years ended December 31, 2021 and 2020

(Expressed in Thousands of New Taiwan Dollar)

	2021	2020
Cash flows from (used in) investing activities:		
Acquisition of investments accounted for using equity method	(1,655,621)	(82,485)
Proceeds from disposal of non current assets classified as held for sale	1,672,657	308,773
Acquisition of property, plant and equipment	(5,921)	(3,938)
Acquisition of intangible assets	(6,525)	(4,426)
Proceeds from disposal of investment properties	-	154,093
Interest received	9,522	8,460
Dividends received	23,931	221,459
Net cash flows from (used in) investing activities	38,043	601,936
Cash flows from (used in) financing activities:		
Increase in short term loans	24,958,290	35,411,358
Decrease in short term loans	(14,489,865)	(20,504,355)
Decrease (increase) in short-term notes and bills payable	(293,282)	2,012,869
Proceeds from issuing bonds	7,000,000	5,000,000
Repayments of bonds	(7,000,000)	-
Proceeds from long term debt	500,000	550,000
Repayments of long term debt	(1,820,370)	(144,838)
Payment of lease liabilities	(31,995)	(11,746)
Increase in other financial liabilities	-	(355,911)
Cash dividends paid	(2,581,927)	(2,333,257)
Treasury stock repurchase cost	(884,908)	-
Interest paid	(1,619,680)	(1,383,631)
Other non-current financial assets	4,438,088	-
Net cash flows from financing activities	8,174,351	18,240,489
Net increase (decrease) in cash and cash equivalents	945,161	(1,038,292)
Cash and cash equivalents at beginning of the year	6,543,049	7,581,341
Cash and cash equivalents at end of the year	\$ 7,488,210	6,543,049

Chairperson: Cao Yuanbo



Manager: Fan Huajun



Accountant Officer: Li Xiutai



Highwealth Construction Corporation

Independent Auditors' Report

To the Board of Directors of Highwealth Construction Corp.:

Opinion

We have audited the consolidated financial statements of Highwealth Construction Corp. and its subsidiaries (“the Group”), which comprise the consolidated balance sheets as of December 31, 2021 and 2020, and 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 significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at December 31, 2021 and 2020, 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 Auditing and Certification of Financial Statements by Certified Public Accountants and the auditing standards generally accepted in 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 Certified Public Accountants Code of Professional Ethics in Republic of China (the “Code”), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis of our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the year ended December 31, 2021 of the Group. 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. Key audit matters for the parent company only financial statements for the year ended December 31, 2021 are stated as follows:

1. Revenue recognition

Please refer to note 4(q) and 6(y) of the consolidated financial statements for the accounting policy on revenue recognition and the details of revenue.

Description of key audit matter

The real estate industry, in which the Group is into, has a higher tendency of revenue fluctuation, therefore the management has set up relevant internal control procedures. The Group's sales revenue was NT\$43,839,834 thousands in 2021, whether revenue is presented fairly has a significant impact on financial statement. Therefore, the recognition of sales revenue is one of the most important evaluation in performing our audit procedures.

Auditing procedures performed

Our principal audit procedures included testing the effectiveness of the design and implementing the internal control system of sales revenue and collection process of the Group, as well as randomly examining sales contracts, bank account transaction record and real estate ownership transfer document, etc. In addition, we test the samples of sales transaction before and after the end of the year to ensure the correctness of sales revenue, check the related documents, and verify the timing of revenue recognition.

2. Inventory valuation

Please refer to note 4(h), Note 5, and 6(e) of the consolidated financial statements for the accounting policies on measuring inventory, assumption used and uncertainties considered in determining the net realizable value and the details of inventory.

Description of key audit matter

As of December 31, 2021, inventory of the Group valued NT\$152,478,578 thousands, constituting 75% of the total assets, which was presented with lower of cost or net realizable value method. The judgment of net realizable value of inventory relies on management since the Group focuses on real estate industry, which is not only deeply affected by politics, economics, and revolution of housing and land taxation, but also an industry involving a large portion of capital infusion and long term payback. Thus, the valuation of inventory is one of the most important evaluation in performing our audit procedures.

Auditing procedures performed

Our principal audit procedures included understanding the Group's operating and accounting procedures for inventory valuation. Obtain the Group management's data of inventory valuation, inspecting and recalculating the net realizable value of inventory to ensure if it is adequate. The net realizable value can be assessed in both ways: through reviewing the recent selling price of the premises, or by inquiring the selling price of premises nearby from the "Actual Selling Price of Real Estate" website.

Other Matter

Highwealth Construction Corp. has prepared its parent company only financial statements as of and for the years ended December 31, 2021 and 2020, on which we have issued an unmodified 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 Regulations Governing the Preparation of Financial Reports by Securities Issuers and IFRSs, IASs, interpretation as well as related guidance endorsed 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 the Group'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 Group 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 Group's financial reporting process.

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

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

As part of an audit in accordance with auditing standards generally accepted in the Republic of China, we exercise professional judgment and maintain 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 the Group's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists

related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our 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 auditor's report. However, future events or conditions may cause the Group 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 appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the year ended December 31, 2021 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.

KPMG

Independent auditors

韓沂璉



簡孝聰



Serial Number of the Document
of Approval by the Competent
Authority in Charge of Securities
Affairs

Jing Guang Zheng Shen No. 1090332798
(88) Tai-Tsai-Cheng-VI No.18311

March 15, 2022

HIGHWEALTH CONSTRUCTION CORP. AND SUBSIDIARIES

Consolidated Balance Sheets

December 31, 2021 and 2020

(Expressed in Thousands of New Taiwan Dollar)

		December 31, 2021		December 31, 2020		Total assets		December 31, 2021		December 31, 2020	
		Amount	%	Amount	%			Amount	%	Amount	%
Assets											
Current assets:											
1100	Cash and cash equivalents (Note 6(a))	\$ 11,893,909	6	10,538,810	6						
1110	Financial assets at fair value through profit or loss — current (Notes 6(b) and 8)	272,854	-	270,366	-	2100	Current liabilities:	\$ 91,514,373	45	74,772,187	41
1140	Current contract assets (Note 6(y))	43,674	-	14,027	-		Short term borrowings (Note 6(n))	8,181,389	4	8,332,703	5
1150	Notes receivable, net (Notes 6(d) and 8)	2,342,633	1	1,524,590	1	2110	short term transaction instrument payables (Note 6(o))	10,356,457	5	11,692,080	7
1170	Accounts receivable, net (Note 6(d))	220,772	-	244,242	-	2130	Current contract liabilities (Notes 6(y) and 7)	5,819	-	3,740	-
130X	Inventory (Notes 6(e) and 8)	152,478,578	75	132,633,229	73	2150	Notes payable	7,265,622	4	6,325,327	3
1410	Prepayment(note)	685,274	-	602,091	-	2170	Accounts payable (Note 7)	3,728,541	2	2,215,128	1
	Non-current assets classified as held for sale (Notes 6(f) and 8)	-	-	1,787,896	1	2200	Other payables (Note 7)	557	-	557	-
1476	Other financial assets current (Notes 6(m) 、(ab) 、 8 and 9(b))	13,495,015	7	12,310,906	8	2216	Dividends payable (Note 6(w))	1,218,313	1	327,601	-
1479	Other current assets, others	304,654	-	191,218	-	2230	Current tax liabilities	221,430	-	162,060	-
1480	Current assets recognized as incremental costs to obtain contract with customers (Note 6(m))	2,943,770	1	2,445,546	1	2250	Provisions—Current (Notes 6(s) and (u))	147,625	-	62,057	-
		184,681,133	90	162,562,921	90	2280	Lease liabilities, current (Note 6(r))	95,150	-	93,917	-
						2305	Other financial liability current	8,321,502	4	8,462,758	5
						2321	Current Portion of puttable bonds (Note 6(q))	124,255	-	1,995,648	1
						2322	Current portion of long term borrowings (Note 6(p))	554,925	-	932,513	1
						2399	Other current liabilities, others	131,735,958	65	115,378,276	64
1517	Non current financial assets at fair value through other comprehensive income (Note 6(c))	556,458	-	553,139	-		Non Current liabilities:				
	Investments accounted for using equity method, net (Note 6(g))	105,962	-	128,595	-	2530	Bonds payable(Note 6(q))	22,268,157	11	25,399,497	14
1550	Property, plant and equipment (Notes 6(j) and 8)	4,456,087	3	1,164,500	1	2540	Long term borrowings (Note 6(p))	2,817,958	1	3,536,443	3
1600	Right of use assets (Note 6(k))	578,420	-	446,755	-	2570	Deferred tax liabilities (Note 6(v))	191,553	-	191,553	-
1755	Investment property (Notes 6(l) and 8)	4,893,557	3	4,503,417	3	2580	Lease liabilities, non current (Note 6(r))	756,550	-	458,956	-
1760	Intangible assets	24,313	-	25,692	-		Net defined benefit liability, non current (Note 6(u))	30,016	-	42,115	-
1780	Deferred tax assets(Note 6(v))	59,122	-	47,365	-	2640		26,064,234	12	29,628,564	17
1840	Other non-current financial assets (Notes 6(m) and 8)	6,401,254	3	11,148,989	6		Total liabilities	157,800,192	77	145,006,840	81
1980	Prepayments for business facilities	-	-	106,098	-		Equity attributable to owners of parent:				
1915	Other non current assets - others (Note 6(j))	1,759,287	1	119,887	-	3100	Common stock (Note 6(w))	13,927,531	7	12,902,969	7
1990		18,834,460	10	18,244,437	10	3200	Capital surplus (Note 6(w))	3,609,808	2	680,821	-
							Retained earnings:				
						3310	Legal reserve	7,552,326	4	7,295,747	4
						3350	Unappropriated earnings	16,069,240	8	10,793,502	6
						3400	Other equity (Note 6(w))	538,747	-	535,453	-
						3500	Treasury stock (Note 6(w))	(973,783)	-	(86,568)	-
							Total equity attributable to owners of parent:	40,723,869	21	32,121,924	17
						36XX	Non controlling interests (Note 6(i))	4,991,532	2	3,678,594	2
							Total equity	45,715,401	23	35,800,518	19
							Total liabilities and equity	\$ 203,515,593	100	180,807,358	100

Chairperson: Cao Yuanbo



Manager: Fan Huajun



Accountant Officer: Li Xiutai



HIGHWEALTH CONSTRUCTION CORP. AND SUBSIDIARIES

Consolidated Statements of Comprehensive Income

For the years ended December 31, 2021 and 2020

(Expressed in Thousands of New Taiwan Dollar)

		2021		2020	
		Amount	%	Amount	%
4000	Operating revenue (Notes 6(y) and 7)	\$ 44,282,065	100	24,463,018	100
5000	Operating cost (Note 6(e))	30,556,525	69	17,611,739	72
	Gross profit from operations	13,725,540	31	6,851,279	28
	Operating expenses:				
6100	Selling expenses (Notes 6(m) and 7)	2,005,251	4	1,451,014	6
6200	Administrative expenses (Note 7)	1,705,329	4	1,263,908	5
		3,710,580	8	2,714,922	11
	Net operating income	10,014,960	23	4,136,357	17
	Non-operating income and expenses (Note 7):				
7100	Interest income (Note 6(aa))	18,246	-	22,762	-
7010	Other income (Notes 6(aa) and 7)	199,292	-	165,185	1
7020	Other gains and losses (Note 6(aa))	1,986,538	5	(115,742)	-
7050	Finance costs, net (Note 6(aa))	(1,017,849)	(2)	(887,416)	(4)
7070	Share of losses of associates and joint ventures accounted for using equity method, net (Note 6(g))	(4,484)	-	(4,989)	-
	Total non operating income and expenses	1,181,743	3	(820,200)	(3)
	Profit from continuing operations before tax	11,196,703	26	3,316,157	14
7950	Less: Income tax expenses (Note 6(v))	1,607,593	4	492,903	2
	Profit (loss)	9,589,110	22	2,823,254	12
8300	Other comprehensive income:				
	Components of other comprehensive income that will not be reclassified to profit or loss				
8310	Gains on remeasurements of defined benefit plans (Note 6(u))	11,093	-	(213)	-
8316	Unrealized gains from investments in equity instruments measured at fair value through other comprehensive income	3,319	-	2,775	-
8349	Income tax related to components of other comprehensive income that will not be reclassified to profit or loss	-	-	-	-
	Components of other comprehensive income that will not be reclassified to profit or loss	14,412	-	2,562	-
8360	Components of other comprehensive income that will be reclassified to profit or loss				
8361	Exchange differences on translation of foreign financial statements	(25)	-	51	-
8399	Income tax related to components of other comprehensive income that will be reclassified to profit or loss	-	-	-	-
	Components of other comprehensive income that will be reclassified to profit or loss	(25)	-	51	-
8300	Other comprehensive profits and losses	14,387	-	2,613	-
	Total comprehensive income	\$ 9,603,497	22	2,825,867	12
	Profit, attributable to:				
8610	Profit, attributable to owners of parent company	\$ 8,186,868	19	2,645,801	21
8620	Non controlling interests	1,402,242	3	177,453	3
		\$ 9,589,110	22	2,823,254	12
	Comprehensive income attributable to:				
8710	Profit, attributable to owners of parent company	\$ 8,201,255	19	2,648,414	11
8720	Non controlling interests	1,402,242	3	177,453	1
		\$ 9,603,497	22	2,825,867	12
	Earnings per share (Note 6(x))				
9750	Basic earnings per share	\$	6.45		2.11
9850	Diluted earnings per share	\$	5.44		1.80

Chairperson: Cao Yuanbo



Manager: Fan Huajun



Accountant Officer: Li Xiutai



HIGHWEALTH CONSTRUCTION CORP. AND SUBSIDIARIES

Consolidated Statements of Changes in Equity For the years ended December 31, 2021 and 2020

(Expressed in Thousands of New Taiwan Dollar)

	Interests attributable to parent company owner											
	Capital		Retained earnings			Total other equity interest						
	Common stock	Capital surplus	Legal reserve	Unappropriated earnings	Total	Exchange differences on translation of foreign financial statements	Unrealized gains (losses) from investments in financial assets measured at fair value through other comprehensive income	Total	Treasury stock	Total equity attributable to owners of parent	Non controlling interests	Total equity
Balance on January 1, 2020	\$ 11,666,288	424,474	7,227,303	10,629,412	17,856,715	195	532,432	532,627	(83,810)	30,396,294	4,046,888	34,443,182
Profit (loss)	-	-	-	2,645,801	2,645,801	-	-	-	-	2,645,801	177,453	2,823,254
Other comprehensive profits and losses	-	-	-	(213)	(213)	51	2,775	2,826	-	2,613	-	2,613
Total comprehensive income	-	-	-	2,645,588	2,645,588	51	2,775	2,826	-	2,648,414	177,453	2,825,867
Appropriation and distribution of retained earnings:												
Legal reserve appropriated	-	-	68,444	(68,444)	-	-	-	-	-	-	-	-
Cash dividends of ordinary share	-	-	-	(1,166,629)	(1,166,629)	-	-	-	-	(1,166,629)	-	(1,166,629)
Stock dividends of ordinary share	1,166,628	-	-	(1,166,628)	(1,166,628)	-	-	-	-	-	-	-
Conversion of convertible bonds	70,053	203,150	-	-	-	-	-	-	-	273,203	-	273,203
Adjustments of capital surplus for company's cash dividends received by subsidiaries	-	53,304	-	-	-	-	-	-	-	53,304	-	53,304
Difference between consideration and carrying amount of subsidiaries acquired or disposed	-	-	-	(79,797)	(79,797)	-	-	-	-	(79,797)	-	(79,797)
Changes in ownership interests in subsidiaries	-	5	-	-	-	-	-	-	(2,758)	(2,753)	2,753	-
Changes in other capital surplus	-	(112)	-	-	-	-	-	-	-	(112)	-	(112)
Changes in non controlling interests	-	-	-	-	-	-	-	-	-	-	(548,500)	(548,500)
Balance at December 31, 2020	12,902,969	680,821	7,295,747	10,793,502	18,089,249	246	535,207	535,453	(86,568)	32,121,924	3,678,594	35,800,518
Profit (loss)	-	-	-	8,186,868	8,186,868	-	-	-	-	8,186,868	1,402,242	9,589,110
Other comprehensive profits and losses	-	-	-	11,093	11,093	(25)	3,319	3,294	-	14,387	-	14,387
Total comprehensive income	-	-	-	8,197,961	8,197,961	(25)	3,319	3,294	-	8,201,255	1,402,242	9,603,497
Appropriation and distribution of retained earnings:												
Cash dividends of ordinary share	-	-	-	(2,581,927)	(2,581,927)	-	-	-	-	(2,581,927)	-	(2,581,927)
Legal reserve appropriated	-	-	256,579	(256,579)	-	-	-	-	-	-	-	-
Conversion of convertible bonds	1,024,562	2,869,886	-	-	-	-	-	-	-	3,894,448	-	3,894,448
Treasury stock repurchases	-	-	-	-	-	-	-	-	(884,908)	(884,908)	-	(884,908)
Adjustments of capital surplus for company's cash dividends received by subsidiaries	-	58,773	-	-	-	-	-	-	-	58,773	-	58,773
Difference between consideration and carrying amount of subsidiaries acquired or disposed	-	-	-	(83,717)	(83,717)	-	-	-	-	(83,717)	-	(83,717)
Changes in ownership interests in subsidiaries	-	328	-	-	-	-	-	-	(2,307)	(1,979)	-	(1,979)
Changes in non controlling interests	-	-	-	-	-	-	-	-	-	-	(89,304)	(89,304)
Balance at December 31, 2021	\$ 13,927,531	3,609,808	7,552,326	16,069,240	23,621,566	221	538,526	538,747	(973,783)	40,723,869	4,991,532	45,715,401

Chairperson: Cao Yuanbo



Manager: Fan Huajun



Accountant Officer: Li Xiutai



HIGHWEALTH CONSTRUCTION CORP. AND SUBSIDIARIES

Consolidated Statements of Cash Flows

For the years ended December 31, 2021 and 2020

(Expressed in Thousands of New Taiwan Dollar)

	2021	2020
Cash flows from (used in) operating activities:		
Profit before tax	\$ 11,196,703	3,316,157
Adjustments:		
Adjustments to reconcile profit (loss):		
Depreciation expense	225,306	228,483
Amortization expense	14,833	14,340
Expected credit loss / Provision (reversal of provision) for bad debt expense	-	4,680
Net loss (gain) on financial assets or liabilities at fair value through profit or loss	(2,556)	(40,633)
Interest expense	1,017,849	887,416
Interest income	(18,246)	(22,762)
Dividend income	-	(15,166)
Share of loss of associates and joint ventures accounted for using equity method	4,484	4,989
Loss (gain) on disposal of property, plant and equipment	1,189	(1,836)
Gain on disposal of investment properties	(245,982)	(112,057)
Proceeds from disposal of investments accounted for using equity method	(1,851)	-
Loss (gain) on lease modification	212	(141)
Impairment loss on non financial assets	286,000	250,000
Gain to the rights transferred of the sale and leaseback	(2,025,171)	-
Total adjustments to reconcile profit (loss)	(743,933)	1,197,313
Changes in operating assets and liabilities:		
Changes in operating assets:		
Decrease in financial assets at fair value through profit or loss, mandatorily measured at fair value	-	399,526
Decrease (increase) in contract assets	(29,647)	36,276
Increase in notes receivable	(818,043)	(43,426)
Decrease in accounts receivable	23,470	177,278
Increase in inventories	(22,668,166)	(25,699,587)
Increase in prepayments	(70,392)	(38,679)
Decrease (increase) in other current and non current assets	(123,734)	39,905
Decrease (increase) in other financial assets	92,152	(6,815,107)
Increase in incremental costs to obtaining a contract	(498,224)	(887,143)
Total changes in operating assets	(24,092,584)	(32,830,957)
Changes in operating liabilities:		
Increase (decrease) in contract liabilities	(421,747)	4,575,045
Increase (decrease) in notes payable	2,079	(3,917)
increase in accounts payable	940,295	274,913
Increase (decrease) in other payable	1,516,366	(62,191)
Increase in provisions	59,370	24,069
Increase (decrease) in other financial liabilities	1,233	(5,130)
Increase in other current liabilities	(377,588)	737,916
Increase (decrease) in net defined benefit liability	(1,006)	264
Total changes in operating liabilities	1,719,002	5,540,969
Total changes in operating assets and liabilities	(22,373,582)	(27,289,988)
Total adjustments	(23,117,515)	(26,092,675)
Cash inflow (outflow) generated from operations	(11,920,812)	(22,776,518)
Income taxes paid	(727,847)	(250,706)
Net cash flows from (used in) operating activities	(12,648,659)	(23,027,224)

HIGHWEALTH CONSTRUCTION CORP. AND SUBSIDIARIES

Consolidated Statements of Cash Flows (CONT' D)

For the years ended December 31, 2021 and 2020

(Expressed in Thousands of New Taiwan Dollar)

	2021	2020
Cash flows from (used in) investing activities:		
Acquisition of investments accounted for using equity method	-	(42,000)
Proceeds from disposal of investments accounted for using equity method	20,000	-
Proceeds from disposal of non current assets classified as held for sale	3,441,440	913,876
Acquisition of property, plant and equipment	(25,231)	(83,275)
Proceeds from disposal of property, plant and equipment	158	4,695
Acquisition of intangible assets	(13,607)	(15,351)
Disposal of intangible assets	150	43
Proceeds from disposal of investment properties	-	154,093
Increase in other non-current assets	(1,506,761)	-
Increase in prepayments for business facilities	-	(106,098)
Interest received	16,304	20,526
Dividends received	-	15,166
Net cash flows from (used in) investing activities	<u>1,932,453</u>	<u>861,675</u>
Cash flows from (used in) financing activities:		
Increase in short term loans	40,551,872	44,588,960
Decrease in short term loans	(23,991,386)	(26,635,600)
Decrease (increase) in short term notes and bills payable	(151,314)	4,107,552
Proceeds from issuing bonds	9,000,000	5,000,000
Repayments of bonds	(8,500,000)	-
Proceeds from long term debt	610,000	550,000
Repayments of long term debt	(3,017,378)	(1,288,936)
Payment of lease liabilities	(125,745)	(53,740)
Decrease (Increase) in other financial assets (include current)	3,475,840	(924,769)
Cash dividends paid	(2,584,670)	(2,795,749)
Treasury stock repurchase cost	(884,908)	-
Interest paid	(2,196,537)	(1,958,120)
Changes in non controlling interests	(114,446)	(112,828)
Net cash flows from financing activities	<u>12,071,328</u>	<u>20,476,770</u>
Effect of exchange rate changes on cash and cash equivalents	(23)	44
Net increase (decrease) in cash and cash equivalents	1,355,099	(1,688,735)
Cash and cash equivalents at beginning of the year	<u>10,538,810</u>	<u>12,227,545</u>
Cash and cash equivalents at end of the year	<u>\$ 11,893,909</u>	<u>10,538,810</u>

Chairperson: Cao Yuanbo



Manager: Fan Huajun



Accountant Officer: Li Xiutai



Item II

Proposal: To approve the Company's distribution of earnings for 2021.

Explanation: (I) The beginning balance of the Company's undistributed earnings for 2021 amounted to NT\$7,954,995,277. Adding the net profit after tax for the current period of NT\$8,186,867,549, other comprehensive profits of subsidiaries, associates and joint ventures accounted for using the equity method of NT\$112,649 and change of remeasurement value of the defined benefit plan for the current period of NT\$10,981,023, subtracting the difference between the actual proceeds or the disposal share price and the carrying value of the stakes in subsidiaries of NT\$83,716,194, the total distributable earnings amounted to NT\$16,069,240,304.

(II) Please refer to the Distribution of earnings.

Resolution:

Highwealth Construction Corporation
Distribution of earnings for 2021



Unit: NT\$

Item	Amount	
	Subtotal	Total
Beginning balance of undistributed earnings		7,954,995,277
Add: Current net profit after tax	8,186,867,549	
Share of other comprehensive income of subsidiaries, associates and joint ventures	112,649	
Change of remeasurement value of the	10,981,023	
Minus: Balance of actual acquired or disposal equity price of the subsidiaries and book value	(83,716,194)	
Distributable earnings		16,069,240,304
Minus: 10% legal reserve	(811,424,503)	
Minus: Assign items		
Dividend to shareholders - cash (NT\$4.16 per share)	(6,171,565,700)	
Bonus to shareholders - stock (NT\$1.04 per share)	(1,542,891,420)	
End balance of undistributed earnings		7,543,358,681

Note: The cash dividend distribution is resolved by the board of directors of the Company and is a matter to be reported at the shareholders' meeting.

Chairperson:
Cao Yuanbo



Manager:
Fan Huajun



Accountant Officer:
Li Xiutai



Discussion Items

Discussion Items

proposed by the Board of Directors

Item I

Proposal: To resolve the 2021 Capital Increase from Retained Earnings and Issuance of New Stocks.

- Explanation: (I) To supplement operating capitals, the Company proposed to allocate bonus to shareholders NT\$1,542,891,420 from 2021 distributable earnings to transfer as capital increase by issuance of new stock in total 154,289,142 shares with the face value of 10 NT dollars per share.
- (II) Distribution Criteria:
- (1) The bonus to shareholders transferred as capital increase by issuance of new stock will be issued to shareholders based on the shareholding ratio recorded on the shareholders' register by the record date of capital increase (bonus shares) with 104 bonus shares per thousand shares.
 - (2) Issued shares in fractions of 1 shall be distributed in cash according to the face value. Shareholders can fit the stocks for ex-rights within 5 days as of the date on which transfer of shares is suspended by the stock agency of the Company; if fittings were not handled by the shareholders themselves, the chairman will contact specific person to purchase the remaining shares in fractions of 1 by its face value. For the shareholders engaging in the issuance of stocks by book-entry, the shares in fractions of 1 shall be served as the payout on the expenses for handling the book-entries.
 - (3) Regarding the new stock issued for capital increase, the rights and obligations are the same as the originally issued common stock.
 - (4) Regarding the issuance of new stock for capital increase, after this proposal has been approved by shareholders' meeting and submitted for approval by competent agencies, authorization is given to the Board to establish relevant matters for the record date of capital increase (bonus shares).
 - (5) In case of changes to laws and regulations or adjustments made by competent agencies or the buyback, cancellation, share exchange of corporate bonds, issuance of new stocks or other changing factors affecting the shares by the Company afterwards, resulting changes to current number of shares and pay-out ratio, full authorization shall be given to Board of Directors during shareholders' meeting to make adjustments on this matter.

Resolution:

Discussion Items

Discussion Items

proposed by the Board of Directors

Item II

Proposal: To resolve the amendment of partial articles of the Company's Articles of Incorporation.

Explanation: In accordance with actual business demands, the Company has amended partial articles of Articles of Incorporation. Please refer to Page 55 to 57 of the Meeting Handbook for the Comparison Table of the Amendments (Attachment III).

Resolution:

Discussion Items

Discussion Items

proposed by the Board of Directors

Item III

Proposal: To resolve the amendments of partial articles of the Procedures of Acquisition or Disposal of Assets.

Explanation: The Company has amended the "Procedures for Acquisition or Disposal of Assets" in accordance with the Financial Supervisory Commission's Order Jing Guang Zheng Fa Zi No. 1110380465 dated January 28, 2022. Please refer to pages 58 to 66 (Attachment IV) of this Handbook for a comparison table for the amended provisions.

Resolution:

Discussion Items

Discussion Items

proposed by the Board of Directors

Item IV

Proposal: To resolve the amendment of partial articles of the Rules of Procedures for Shareholders Meetings.

Explanation: The Company has amended certain provisions of the "Rules of Procedure of the Shareholders' Meeting" in accordance with Order Tai Zheng Zi No. 1110004250 dated March 8, 111, R.O.C. Please refer to pages 67 to 83 (Attachment V) of this Handbook for a comparison table of the amended provisions.

Resolution:

Extemporany Motions

Attachment I

Highwealth Construction Corporation

(Regulations Governing Share Repurchase for the Purpose of Transferring to Employees)

Article 1: To incentivize the employees and promote their sense of belonging toward the Company, in accordance with the Securities and Exchange Act, Article 28-2, Paragraph 1, Subparagraph 1 and the Regulations Governing Share Repurchase by Exchange-Listed and OTC-Listed Companies” issued by Financial Supervisory Commission, Executive Yuan, the Company thus stipulates the Regulations Governing Share Repurchase for the Purpose of Transferring to Employees. Any matter not provided in the law and regulations shall be conducted in accordance with these Regulations.

(Type of shares to be transferred, a description of the rights attaching thereto, and any restrictions on such rights)

Article 2: The shares transferred to the employees this time are common shares. Unless otherwise provided in the law and regulations, the rights attaching thereto are the same as the common shares in circulation.

(Transfer period)

Article 3: For this share repurchase, in accordance with these Regulations, within five years after this share repurchase, the Company shall transfer the shares to employees in a single or multiple batches. The Chairperson is authorized to determine the subscription settlement period and other matters for each transfer to employees.

(Eligibility requirements for transferees)

Article 4: The transfer is limited to employees of the Company and subsidiaries, both domestic and foreign, in which the Company directly (or indirectly) holds more than 50% stake. Employees who have joined the Company and subsidiaries for one year or more before the record date of subscription, or made special contribution to the Company and whose subscription is approved by the Chairperson are eligible for subscribing in accordance with Article 5 of these Regulations. Transferees who resign (or on furlough) between the record date of subscription and the subscription settlement period shall lose the qualification to subscribe.

(Establishment of the number of shares allowed for employee subscription)

Article 5: The number of shares allowed for subscription for the employees is determined by the job positions, years of service, performance, special contributions and other requirements. The total number shares repurchased by the Company as of the record date of subscription, the ceiling of shares allowed for subscription for a single employee and other factors shall be also taken into consideration. The breakdown of the number of shares allowed for subscription is as follows:

1. Job positions provide a corresponding share quota for subscription;
2. In addition to job positions, one year of service or more before the record date of subscription warrants share quota for subscription;
3. The total share quotas of the preceding two paragraphs makes up for the total number of shares allowed for the treasury share subscription.
4. For employees with outstanding performance or made special contribution, in addition to the share quotas of the preceding paragraphs, the Chairperson is authorized to determine the additional shares for subscription of these employees.

5.The Chairperson is authorized to determine the number of shares allowed for subscription under these quotas, the computation of years of service from the record date of subscription, the subscription settlement period and other matters for each transfer.

6.The employees who have not settled the payments with the subscription settlement period are deemed to have forgo the subscription. For the remaining shares not subscribed, the Chairperson shall open subscription for other employees. Any remaining thereafter shall be handled in accordance with Article 5.

(Procedures for transfer of shares)

Article 6: The procedures for this transfer of shares:

1.Pursuant to the resolution of the board, the Company shall make announcement and reporting before buyback the Company's shares within the planned period for the repurchase.

2.In accordance with these Regulations, the board shall establish and announce the record date of subscription for employees, the standard of the number of share eligible for subscription, the subscription settlement period, a description of the rights attaching thereto, and any restrictions on such rights.

3.The Company shall compute the actual shares subscribed and settled for before perform the registration of the transfer.

(Agreed transfer price per share)

Article 7: This transfer price per share to employees is based on the average actual share repurchase price (to the nearest dollar; any amount less than a dollar is omitted). However, prior to the transfer, if the total number of shares issued increases, the number of share for this transfer is adjusted accordingly to the increase. To transfer shares to employees at less than the average actual share repurchase price, the Company must have obtained the consent of at least two-thirds of the voting rights present at the most recent shareholders meeting attended by shareholders representing a majority of total issued shares, and must have listed in the notice of that shareholders meeting the matters stipulated in the "Regulations Governing Share Repurchase by Exchange-Listed and OTC-Listed Companies", Article 10-1 before proceeding with the transfer.

(Rights and obligations subsequent to execution of the transfer)

Article 8: After the registration of transfer to the employees, unless otherwise provided in the law and regulations, the rights attaching thereto are the same as the common shares in circulation.

(Other rights and obligations related to the Company and its employees)

Article 9: The employees subscribing to the shares are required to settle the related tax payments before proceed with the registration of the transfer.

(Other matters)

Article 10: These Regulations take effect after the resolution is passed by the board.

Subsequent amendments are subject to resolution passed by the board.

Article 11: These Regulations and subsequent amendments shall be reported to the shareholders' meeting.

Attachment II

Issuance Status of Corporate Bonds

April 16, 2022

Type of Corporate Bonds		Domestic Fifth Secured Convertible Bonds (Code: 25425)
Release Date		June 8, 2017
Denomination		NT\$100,000
Place of issuance		In Taiwan
Issuing price		Issued at 100.2% of face value
Total		The total amount is NT\$10.02 billion.
Interest rate		0%
Period		Five years, and maturity date: June 8, 2022
Guarantee Organization		Taiwan Cooperative Bank Co., Ltd., Mega International Commercial Bank Co., Ltd., Agricultural Bank of Taiwan Co., Ltd., Chang Hwa Bank Co., Ltd., Taiwan Business Bank Co., Ltd., Jihsun International Commercial Bank Co., Ltd., Taichung Commercial Bank Co., Ltd., Bank of Kaohsiung Co., Ltd. and DBS (Taiwan) Commercial Bank Co., Ltd.
Trustee		Land Bank of Taiwan Co., Ltd.
Underwriting institution		Fubon Securities Co., Ltd
Certified Lawyer		Lawyer Pang Yeeching of Handsome Attorneys-at-Law
Certified Public Accountant		Accountant Chien Tinuan and Tseng Kuoyang of KPMG Certified Public Accountant Office
Repayment method		If the bondholder converts the bonds to the Company’s ordinary shares in accordance with Article 10 of the Regulations on Issuance and Conversion of Convertible Corporate Bonds, and redeems them in advance by the Company and repurchases them from the business office of the securities firm according to Article 18, or the bondholder sells them back in advance according to Article 19, the bondholder shall be repaid in cash at maturity with interest compensation calculated in addition to the par value of the bonds.
Outstanding Amount		NT\$12,800 thousand
Terms of redemption or early repayment		Please refer to the conversion method.
Restrictions		Please refer to the conversion method.
Credit rating agency, assessment date and results		None.
Other rights attached	Amount of Converted (Exchanged or Subscribed) Ordinary shares, Overseas Depository Receipts or Other Negotiable Securities	NT\$9,987,200 thousand
	Issuance and Conversion (Exchange or Subscription) Method	Please refer to the conversion method.
Possible Equity Dilution Status and Impact on Existing Shareholders’ Equity		Deadline for applying the conversion of the debt voucher:2022/04/14. Outstanding Amount：NT\$12,800 thousand. Possible Equity Dilution Status and Impact on Existing Shareholders’ Equity：None.
Custodian of the target(s) of conversion		Not applicable.

Issuance Status of Corporate Bonds

April 16, 2022

Type of Corporate Bonds		The first secured ordinary corporate bonds for 2021 (Code: B86407; a.k.a. P10Highwealth1)
Issuance date		January 14, 2021
Denomination		NT\$1,000,000
Place of issuance and transaction (Note)		Not applicable.
Issuing price		At face value
Total		NT\$2 billion in total
Interest rate		Coupon rate: fixed rate at 0.52% per annum
Period		5-year period, maturity date: January 14, 2026
Guarantee Organization		Mega International Bank Co., Ltd.
Trustee		Land Bank of Taiwan Co., Ltd.
Underwriting institution		Mega Securities Co., Ltd
Certified Lawyer		Chung-Chieh Yu, lawyer
Certified Public Accountant		Han I-Lien and Chien Tinuan
Repayment method		Bullet repayment at maturity
Outstanding principal amount		NT\$2,000,000,000
Terms of redemption or early repayment		Not applicable.
Restrictions		None
Credit rating agency, assessment date and results		Not applicable.
Other rights attached	Amount of conversion (exchange or subscription) to ordinary shares, oversea depositary receipts, or other securities	Not applicable.
	Issuance and Conversion (Exchange or Subscription) Method	Please refer to the prospectus of the first secured ordinary corporate bonds for 2021.
Potential impact of issuance, conversion, exchange, subscription, or issuing method and conditions on the dilution of equity and existing shareholders' rights		Please refer to the prospectus of the first secured ordinary corporate bonds for 2021.
Custodian of the target(s) of conversion		Not applicable.

Note: Filled in by overseas bond holders.

Issuance Status of Corporate Bonds

April 16, 2022

Type of Corporate Bonds		The second secured ordinary corporate bonds for 2021 (Code: B86408; a.k.a. P10Highwealth2)
Issuance date		January 14, 2021
Denomination		NT\$1,000,000
Place of issuance and transaction (Note)		Not applicable.
Issuing price		At face value
Total		NT\$2 billion in total
Interest rate		Coupon rate: fixed rate at 0.50% per annum
Period		3-year period, maturity date: January 14, 2024
Guarantee Organization		Taiwan Cooperative Bank Co., Ltd.
Trustee		JihSun International Bank Co., Ltd.
Underwriting institution		Taiwan Cooperative Securities Co., Ltd.
Certified Lawyer		Chung-Chieh Yu, lawyer
Certified Public Accountant		Han I-Lien and Chien Tinuan
Repayment method		The bonds will be repaid in one lump sum, the maturity date is three years from the issuance date.
Outstanding principal amount		NT\$2,000,000,000
Terms of redemption or early repayment		Not applicable.
Restrictions		None
Credit rating agency, assessment date and results		Not applicable.
Other rights attached	Amount of conversion (exchange or subscription) to ordinary shares, oversea depositary receipts, or other securities	Not applicable.
	Issuance and Conversion (Exchange or Subscription) Method	Please refer to the prospectus of the second secured ordinary corporate bonds for 2021.
Potential impact of issuance, conversion, exchange, subscription, or issuing method and conditions on the dilution of equity and existing shareholders' rights		Please refer to the prospectus of the second secured ordinary corporate bonds for 2021.
Custodian of the target(s) of conversion		Not applicable.

Note: Filled in by overseas bond holders.

Issuance Status of Corporate Bonds

April 16, 2022

Type of Corporate Bonds		The third secured ordinary corporate bonds for 2021 (Code: B86409; a.k.a. P10Highwealth3)
Issuance date		September 15, 2021
Denomination		NT\$1,000,000
Place of issuance and transaction (Note)		Not applicable.
Issuing price		At face value
Total		NT\$3 billion in total
Interest rate		Coupon rate: fixed rate at 0.55% per annum
Period		5-year period, maturity date: September 15, 2026
Guarantee Organization		Hua Nan Commercial Bank, Ltd.
Trustee		Land Bank of Taiwan Co., Ltd.
Underwriting institution		BankTaiwan Securities Co.,Ltd.
Certified Lawyer		Chung-Chieh Yu, lawyer
Certified Public Accountant		Han I-Lien and Chien Tinuan
Repayment method		The Company may exercise its call option and buy back all corporate bonds as at the interest payment date three years after issuance to buy back all corporate bonds; if the Company does not exercise its call option, the repayment of capital shall be made in one lump sum at maturity (five years from the date of issuance).
Outstanding principal amount		NT\$3,000,000,000
Terms of redemption or early repayment		Not applicable.
Restrictions		None
Credit rating agency, assessment date and results		Not applicable.
Other rights attached	Amount of conversion (exchange or subscription) to ordinary shares, oversea depositary receipts, or other securities	Not applicable.
	Issuance and Conversion (Exchange or Subscription) Method	Please refer to the prospectus of the third secured ordinary corporate bonds for 2021.
Potential impact of issuance, conversion, exchange, subscription, or issuing method and conditions on the dilution of equity and existing shareholders' rights		Please refer to the prospectus of the third secured ordinary corporate bonds for 2021.
Custodian of the target(s) of conversion		Not applicable.

Note: Filled in by overseas bond holders.

Issuance Status of Corporate Bonds

April 16, 2022

Type of Corporate Bonds		The first secured ordinary corporate bonds for 2022 (Code: B86410; a.k.a. P11Highwealth1)
Issuance date		April 18, 2022
Denomination		NT\$1,000,000
Place of issuance and transaction (Note)		Not applicable.
Issuing price		At face value
Total		NT\$2 billion in total
Interest rate		Coupon rate: fixed rate at 0.90% per annum
Period		5-year period, maturity date: April 18, 2027
Guarantee Organization		Taiwan Business Bank Co.,Ltd.
Trustee		Land Bank of Taiwan Co., Ltd.
Underwriting institution		Bank Taiwan Securities Co.,Ltd.
Certified Lawyer		Chung-Chieh Yu, lawyer
Certified Public Accountant		Han I-Lien and Chien Tinuan
Repayment method		The bonds will be repaid in one lump sum, the maturity date is five years from the issuance date.
Outstanding principal amount		NT\$2,000,000,000
Terms of redemption or early repayment		Not applicable.
Restrictions		None
Credit rating agency, assessment date and results		Not applicable.
Other rights attached	Amount of conversion (exchange or subscription) to ordinary shares, oversea depositary receipts, or other securities	Not applicable.
	Issuance and Conversion (Exchange or Subscription) Method	Please refer to the prospectus of the first secured ordinary corporate bonds for 2022.
Potential impact of issuance, conversion, exchange, subscription, or issuing method and conditions on the dilution of equity and existing shareholders' rights		Please refer to the prospectus of the first secured ordinary corporate bonds for 2022.
Custodian of the target(s) of conversion		Not applicable.

Note: Filled in by overseas bond holders.

Attachment III

Comparison Table of Amendments to the Articles of Incorporation

Before Amendment	After Amendment	Reasons for Amendments
<u>Article 2</u> The Company engages in the left businesses: 1. Leasing and sale of commercial buildings and national residential buildings commissioned by construction companies. 2. Design and construction of interior decoration. 3. Trading, import and export of building materials, decoration materials and construction machinery. 4. Introduction to the rental and sale of houses and cadastral surveying business. 5. Real estate business information consultant and credit data collection, analysis and printing business. 6. Development, lease, sale and management of the industrial zone commissioned by the competent government's industrial authority (except building industry). 7. Design of swimming pools, runways, bridges, airports, harbors and MRT systems (except architect industry). 8. Civil engineering design and planning consultancy. 9. Operation of general merchandise sales, hotels, supermarkets, three-dimensional parking lots and natural scenic spots. 10. Operation of restaurants.	<u>Article 2</u> The Company engages in the left businesses: 1. D401010 Thermal Energy Supply. 2. D501010 Hot Spring Water Obtains and Provides. 3. E801010 Indoor Decoration. 4. F106010 Wholesale of Hardware. 5. F111090 Wholesale of Building Materials. 6. F199990 Other Wholesale Trade. 7. F211010 Retail Sale of Building Materials. 8. F205040 Retail Sale of Furniture, Bedding Kitchen Utensils and Fixtures. 9. F301020 Supermarkets. 10. F301010 Department Stores. 11. F401010 International Trade. 12. F501060 Restaurants. 13. G202010 Parking area Operators. 14. H201010 Investment. 15. H701010 Housing and Building Development and Rental. 16. H701020 Industrial Factory Development and Rental. 17. H701040 Specific Area Development.	According to Article 18 of the Company Law, compile the code of the business and add the business items of the business

11. Consultants for analysis and diagnosis of enterprise management and financial management (excluding CPA services) (excluding securities investment consulting services). 12. Computer information consultant. 13. Development, rental and sale of H701020 industrial factory building. 14. H701040 Development industry of specific professional zone. 15. H701050 Public construction industry of investment. 16. H701060 Development industry of new town and new community. 17. H703010 Rental industry of plant. 18. H703020 Rental industry of warehouse. 19. H703030 Rental industry of office building. 20. ZZ99999 Except for permitted businesses, businesses not prohibited or restricted by laws and regulations can be operated.	18. H701050 Investment, Development and Construction in Public Construction. 19. H701060 New Towns, New Community Development. 20. H701070 Process Zone Expropriation and Urban Land Readjustment Agency. 21. H701080 Urban Renewal Reconstruction. 22. H701090 Urban Renewal Renovation or Maintenance. 23. H702010 Construction Manager. 24. H703090 Real Estate Business. 25. H703100 Real Estate Leasing. 26. H703110 Senior Citizen Residence. 27. I103060 Management Consulting. 28. I301010 Information Software Services. 29. I503010 Landscape and Interior Designing. 30. I199990 Other Consulting Service. 31. I503010 Landscape and Interior Designing. 32. J701040 Recreational Activities Venue. 33. J799990 Other Recreational Services. 34. J901020 Regular Hotel. 35. ZZ99999 All business activities that are not prohibited or restricted by law, except those that are subject to special approval.	
	<u>Article 11-2</u> <u>The Company's shareholders'</u>	1. This article is newly added.

	<u>meeting can be held by means of visual communication network or other methods promulgated by the central competent authority. The Company shall be subject to prescriptions provided for by the competent authority in charge of securities affairs, including the prerequisites, procedures, and other compliance matters.</u>	2. Amended in accordance with the Article 172-2 of the Company Act.
Article 34: The Articles of Association were made on January 12, 1980. The first amendment was made on November 17, 1980. (Omitted below) The twenty-eighth amendment was made on June 15, 2007. The twenty-ninth amendment was made on June 13, 2008. The thirtieth amendment was made on June 10, 2009. The thirty-first amendment was made on June 12, 2012. The thirty-second amendment was made on June 11, 2014. The thirty-third amendment was made on June 11, 2015. The thirty-fourth amendment was made on June 13, 2016. The thirty-fifth amendment was made on June 13, 2017. The thirty-sixth amendment will be made on June 10, 2019. The thirty-seventh amendment will be made on June 10, 2020.	Article 34: The Articles of Association were made on January 12, 1980. The first amendment was made on November 17, 1980. (Omitted below) The twenty-eighth amendment was made on June 15, 2007. The twenty-ninth amendment was made on June 13, 2008. The thirtieth amendment was made on June 10, 2009. The thirty-first amendment was made on June 12, 2012. The thirty-second amendment was made on June 11, 2014. The thirty-third amendment was made on June 11, 2015. The thirty-fourth amendment was made on June 13, 2016. The thirty-fifth amendment was made on June 13, 2017. The thirty-sixth amendment will be made on June 10, 2019. The thirty-seventh amendment will be made on June 10, 2020. <u>The thirty-eighth amendment was made on June 14, 2022.</u>	Addition of dates and number of times of revisions.

Attachment IV

Comparison Table for the Amendments to Procedures of Acquisition or Disposal of Assets

Before Amendment	After Amendment	Reasons for Amendments
Article 5 Any professional appraiser and its appraisal personnel, certified public accountants, lawyers, or securities underwriters from whom the Company has acquired appraisal reports and opinions, shall satisfy the requirements as set forth in the following requirements: (omitted) When issuing an appraisal report or opinion, the personnel referred to in the preceding paragraph shall comply with the following matters: I. Prior to accepting a case, they shall prudently assess their own professional capabilities, practical experience, and independence. II. When <u>examining</u> a case, they shall appropriately plan and execute adequate working procedures, in order to produce a conclusion and use the conclusion as the basis for issuing the report or opinion. The related working procedures, data collected, and conclusion shall be fully and accurately specified in the case working papers. III. They shall undertake an item-by-item evaluation of the <u>comprehensiveness, accuracy, and</u>	Article 5 Any professional appraiser and its appraisal personnel, certified public accountants, lawyers, or securities underwriters from whom the Company has acquired appraisal reports and opinions, shall satisfy the requirements as set forth in the following requirements: (omitted) When issuing an appraisal report or opinion, the personnel referred to in the preceding paragraph shall comply with <u>the self-regulatory rules of their respective associations, and</u> the following matters: I. Prior to accepting a case, they shall prudently assess their own professional capabilities, practical experience, and independence. II. When <u>executing</u> a case, they shall appropriately plan and execute adequate working procedures, in order to produce a conclusion and use the conclusion as the basis for issuing the report or opinion. The related working procedures, data collected, and conclusion shall be fully and accurately specified in the case working papers. III. They shall undertake an item-by-item evaluation of the <u>appropriateness</u> and	Amended in accordance with the laws and regulations.

Before Amendment	After Amendment	Reasons for Amendments
reasonableness of the sources of data used, the parameters, and the information, as the basis for issuance of the appraisal report or the opinion. IV. They shall issue a statement attesting to the professional competence and independence of the personnel who prepared the report or opinion, and that they have evaluated and found that the information used is reasonable and <u>accurate</u>, and that they have complied with applicable laws and regulations.	reasonableness of the sources of data used, the parameters, and the information, as the basis for issuance of the appraisal report or the opinion. IV. They shall issue a statement attesting to the professional competence and independence of the personnel who prepared the report or opinion, and that they have evaluated and found that the information used is <u>appropriate</u> and reasonable, and that they have complied with applicable laws and regulations	
Article 7 Disposition Procedures for Acquisition or Disposal of Real Property, Equipment or Right-of-Use Assets (omitted) III. Procedures for evaluation and operation (omitted) (2) When the Company acquires or disposes of assets, it shall appoint a professional appraiser who is impartial, unbiased and completely independent to render an opinion in accordance with the following requirements: Except for transactions with domestic government institutions, contracting third parties to construct on land owned or leased by the	Article 7 Disposition Procedures for Acquisition or Disposal of Real Property, Equipment or Right-of-Use Assets (omitted) III. Procedures for evaluation and operation (omitted) (2) When the Company acquires or disposes of assets, it shall appoint a professional appraiser who is impartial, unbiased and completely independent to render an opinion in accordance with the following requirements: Except for transactions with domestic government institutions, contracting third parties to construct on land owned or leased by the	Amended in accordance with the laws and regulations.

Before Amendment	After Amendment	Reasons for Amendments
Company, or acquisition of equipment or related right-of-use assets for business use, an appraisal report issued by a professional appraiser shall be obtained prior to the date of the event for any acquisition or disposal of real estate, equipment or related right-of-use assets by the Company the amount for which is 20% of the Company's paid-in capital or NT\$300 million, and the following provisions shall be complied with: (omitted) 3. In case the discrepancy between the two appraisal reports is over 10% of the transaction price, (unless all the appraisal results for the assets to be acquired exceed the transaction price, or all the appraisal results for the assets to be disposed are less than the transaction price), the Company shall request a <u>certified public accountant to handle the matter in accordance with the provision of Auditing Standard No.20 and</u> issue a statement on the reasons for such discrepancy and the fairness of the transaction price.	Company, or acquisition of equipment or related right-of-use assets for business use, an appraisal report issued by a professional appraiser shall be obtained prior to the date of the event for any acquisition or disposal of real estate, equipment or related right-of-use assets by the Company the amount for which is 20% of the Company's paid-in capital or NT\$300 million, and the following provisions shall be complied with: (omitted) 3. In case the discrepancy between the two appraisal reports is over 10% of the transaction price, or the discrepancy between the appraisal report is over 20% of the transaction price (unless all the appraisal results for the assets to be acquired exceed the transaction price, or all the appraisal results for the assets to be disposed are less than the transaction price), the Company shall request a certified public accountant to handle the matter in accordance with the provision of Auditing Standard No.20 and issue a	

Before Amendment	After Amendment	Reasons for Amendments
(omitted) 5. If the Company uses a limited price, specified price, or special price as a reference basis for the transaction price, the Company shall obtain an appraisal report or <u>the CPA's opinion in the preceding subparagraph 3</u> within two weeks from the date of the event if there is a valid reason for not obtaining the report immediately. (Omitted below)	statement on the reasons for such discrepancy and the fairness of the transaction price. (omitted) 5. If the Company uses a limited price, specified price, or special price as a reference basis for the transaction price, the Company shall obtain an appraisal report within two weeks from the date of the event if there is a valid reason for not obtaining the report immediately. <u>An opinion of the CPA in the preceding subparagraph 3 shall be obtained within two weeks from the date of obtaining the appraisal report.</u> (Omitted below)	
Article 8 Disposition Procedures for the Acquisition or Disposal of the Memberships, Intangible assets or Right-of-use Assets (omitted) II. Procedures for evaluation and operation (omitted) (2) When the Company acquires or disposes of securities, if the transaction price reach 20% of	Article 8 Disposition Procedures for the Acquisition or Disposal of the Memberships, Intangible assets or Right-of-use Assets (omitted) II. Procedures for evaluation and operation (omitted) (2) When the Company acquires or disposes of securities, if the transaction price reach 20% of	Amended in accordance with the laws and regulations.

Before Amendment	After Amendment	Reasons for Amendments
the Company's paid-in capital or NT\$300 million, a fairness opinion issued by a certified public accountant shall be obtained before the date of the event of such acquisition or disposal of securities. <u>If the certified public accountant engaged needs to use the report of an expert as evidence, such certified public accountant shall do so in accordance with the provisions of Auditing Standard No. 20;</u> provided however, that these requirements are not applicable if such securities have a publicly quoted price from an active market or if the Financial Supervisory Commission (FSC) requires otherwise. (3) If the Company's acquisition or disposal of intangible assets or related right-of-use assets, or memberships reaches 20% of the Company's paid-in capital or NT\$300 million in the preceding subparagraph 2, excluding transactions with domestic government agency(ies), the opinions of the fairness of the transaction price shall be obtained from a certified public accountant prior to the date of the event of	the Company's paid-in capital or NT\$300 million, a fairness opinion issued by a certified public accountant shall be obtained before the date of the event of such acquisition or disposal of securities. provided however, that these requirements are not applicable if such securities have a publicly quoted price from an active market or if the Financial Supervisory Commission (FSC) requires otherwise. (3) If the Company's acquisition or disposal of intangible assets or related right-of-use assets, or memberships reaches 20% of the Company's paid-in capital or NT\$300 million as in the preceding subparagraph 2, excluding transactions with domestic government agency(ies), the opinions of the fairness of the transaction price shall be obtained from a certified public accountant	

Before Amendment	After Amendment	Reasons for Amendments
the subject acquisition or disposal of assets. <u>The certified public accountant shall handle the matter in accordance with the provision of Auditing Standard No.20.</u> (Omitted below)	prior to the date of the event of the subject acquisition or disposal of assets. (Omitted below)	
Article 9 Disposition Procedures for Related Party Transactions (omitted) II. If the Company intends to acquire or dispose of real estate or related right-of-use assets from or to a related party, or when it intends to acquire or dispose of assets other than real estate or related right-of-use assets from or to a related party and the transaction amount reaches 20% of the Company's paid-in capital, 10% of the Company's total assets, or NT\$300 million, (except for buying or selling domestic government bonds, bonds under repurchase and resale agreements and subscribing or redeeming money market funds issued by domestic securities investment trusts), the Company may not enter into any transaction contract or make a payment until the following matters have been approved by the Audit Committee and then submitted to the Board for approval:	Article 9 Disposition Procedures for Related Party Transactions (omitted) II. If the Company intends to acquire or dispose of real estate or related right-of-use assets from or to a related party, or when it intends to acquire or dispose of assets other than real estate or related right-of-use assets from or to a related party and the transaction amount reaches 20% of the Company's paid-in capital, 10% of the Company's total assets, or NT\$300 million, (except for buying or selling domestic government bonds, bonds under repurchase and resale agreements and subscribing or redeeming money market funds issued by domestic securities investment trusts), the Company may not enter into any transaction contract or make a payment until the following matters have been approved by the Audit Committee and then submitted to the Board for approval:	Amended in accordance with the laws and regulations.

Before Amendment	After Amendment	Reasons for Amendments
(omitted) (8) The calculation of the transaction amounts in this Article shall be done in accordance with Article 12 herein, and "within the preceding year" as used herein refers to the year preceding the date of event of the current transaction. Items that have been approved by the <u>Audit Committee</u> and the Board of Directors in accordance with these regulations need not be counted toward the transaction amount. (Omitted below)	(omitted) (8) <u>If the transaction in subparagraph 2 occurs in the Company or its subsidiary that is not itself a public company in Taiwan and the transaction amount reaches 10% or more of the total assets of the Company, the Company shall submit the information listed in the second paragraph to the shareholders' meeting for approval before entering into any transaction contract and making the payment. However, it is not applicable for the transaction of the Company with its parent company or subsidiary, or the transaction between its subsidiaries.</u> (9) The calculation of the transaction amounts in this Article shall be done in accordance with Article 12 herein, and "within the preceding year" as used herein refers to the year preceding the date of event of the current transaction. Items that have been submitted to <u>Shareholders' meeting</u> and Board of Directors for approval and <u>acknowledged by the Audit Committee</u> in	

Before Amendment	After Amendment	Reasons for Amendments
	accordance with these regulations need not be counted toward the transaction amount. (Omitted below)	
Article 12 Public Disclosure of Information I. Items to be publicly announced and announcing standards (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: 1. Trading of domestic government bonds. 2. Where done by professional investors-securities trading on securities exchanges or OTC markets, or subscription of ordinary corporate bonds or general bank debentures without equity characteristics	Article 12 Public Disclosure of Information I. Items to be publicly announced and announcing standards (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: 1. Trading of domestic government bonds or <u>foreign government bonds with a credit rating not lower than the sovereign rating of Taiwan.</u> 2. Where done by professional investors-securities trading on securities exchanges or OTC markets, or subscription of <u>foreign corporate bonds</u>, ordinary corporate bonds or general bank debentures without	Amended in accordance with the laws and regulations.

Before Amendment	After Amendment	Reasons for Amendments
(excluding subordinated debt) that are offered and issued in the primary market, or subscription or redemption of securities investment trust funds or futures trust funds, or subscription by a securities firm of securities as necessitated by its undertaking business or as an advisory recommending securities firm for an emerging stock company, in accordance with the rules of the Taipei Exchange. (Omitted below)	equity characteristics (excluding subordinated debt) that are offered and issued in the primary market, or subscription or redemption of securities investment trust funds or futures trust funds, <u>subscription or redemption of ETNs</u>, or subscription by a securities firm of securities as necessitated by its undertaking business or as an advisory recommending securities firm for an emerging stock company, in accordance with the rules of the Taipei Exchange. (Omitted below)	
Article 16 These disposition procedures was established on May 20, 1996. (omitted) The eighth amendment was made on June 10, 2019.	Article 16 These disposition procedures was established on May 20, 1996. (omitted) The eighth amendment was made on June 10, 2019. <u>The ninth amendment was made on June 14, 2022.</u>	Addition of dates of revisions.

Attachment V

Comparison Table of Amendments to the Rules of Procedure for Shareholders Meetings

Before Amendment	After Amendment	Reasons for Amendments
Article 3: The shareholders' meeting of the Company shall be convened by the Board of Directors unless otherwise provided by laws and regulations. Thirty days prior to the ordinary meeting of shareholders or fifteen days prior to the extraordinary meeting of shareholders, the Company shall prepare an electronic file for transmission to the Market Observation Post System containing the notice of the meeting of shareholders, the power of attorney, the reasons for the various resolutions related to the recognition, discussion, appointment or dismissal of directors and the explanatory data. The handbook and supplementary meeting data of the shareholders' meeting shall be compiled and transmitted to the Open Information Observatory by electronic archives twenty-one days prior to the ordinary meeting or fifteen days prior to extraordinary meeting of shareholders. Fifteen days prior to the meeting, the handbook of shareholders' meetings and supplementary information for the meeting shall be prepared and made available to the shareholders at any time and shall be displayed to the Company and the professional stock	Article 3: The shareholders' meeting of the Company shall be convened by the Board of Directors unless otherwise provided by laws and regulations. <u>Changes to how the Company convenes its shareholders meeting shall be resolved by the board of directors, and shall be made no later than mailing of the shareholders meeting notice.</u> Thirty days prior to the ordinary meeting of shareholders or fifteen days prior to the extraordinary meeting of shareholders, the Company shall prepare an electronic file for transmission to the Market Observation Post System containing the notice of the meeting of shareholders, the power of attorney, the reasons for the various resolutions related to the recognition, discussion, appointment or dismissal of directors and the explanatory data. The Company shall prepare electronic versions of the shareholders meeting agenda and supplemental meeting materials and upload them to the MOPS before 21 days before the date of the regular shareholders meeting or before 15 days before the date of the special shareholders meeting. <u>If, however, the Company has the paid-in capital of NT\$10 billion or more as of the last day of the most current fiscal year, or total shareholding of foreign shareholders and PRC shareholders reaches 30% or more as recorded in the register of shareholders of the shareholders</u>	Amended in accordance with the laws and regulations.

Before Amendment	After Amendment	Reasons for Amendments
agents appointed by the Company and <u>shall be distributed at the scene of the shareholders' meeting.</u> The notice and announcement shall state the reasons for convening the meeting; If the notice is approved by the other party, the notice shall be made electronically. (Omitted below)	<u>meeting held in the immediately preceding year, transmission of these electronic files shall be made by 30 days before the regular shareholders meeting.</u> In addition, 15 days prior to the shareholders meeting date, the Company shall also have prepared the shareholders meeting agenda and supplemental meeting materials and made them available for review by shareholders at any time. The meeting agenda and supplemental materials shall also be displayed at the Company and the professional shareholder services agent designated. <u>The Company shall make the meeting agenda and supplemental meeting materials in the preceding paragraph available to shareholders for review in the following manner on the date of the shareholders meeting:</u> 1. <u>For physical shareholders meetings, to be distributed on-site at the meeting.</u> 2. <u>For hybrid shareholders meetings, to be distributed on-site at the meeting and shared on the virtual meeting platform.</u> 3. <u>For virtual-only shareholders meetings, electronic files shall be shared on the virtual meeting platform.</u> The notice and announcement shall state the reasons for convening the meeting; If the notice is approved by the other party, the notice shall be made electronically. (Omitted below)	
Article 4: A shareholder may, at each shareholders' meeting, issue a power of attorney issued by the Company	Article 4: A shareholder may, at each shareholders' meeting, issue a power of attorney issued by the Company	Amended in accordance with the laws and

Before Amendment	After Amendment	Reasons for Amendments
specifying the scope of authorization and authorizing a proxy to attend the shareholders' meeting. (omitted below)	specifying the scope of authorization and authorizing a proxy to attend the shareholders' meeting. (omitted) <u>If, after a proxy form is delivered to the Company, a shareholder wishes to attend the shareholders meeting online, a written notice of proxy cancellation shall be submitted to the Company two business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.</u>	regulations.
Article 5: A shareholders' meeting shall be held at the place where the Company is located or where shareholders are conveniently present, and it is appropriate to convene a shareholders' meeting. The starting time of the meeting shall not be earlier than 9:00 a.m. or later than 3:00 p.m. The meeting shall be held at a place and time where the views of the independent directors shall be fully considered.	Article 5: A shareholders' meeting shall be held at the place where the Company is located or where shareholders are conveniently present, and it is appropriate to convene a shareholders' meeting. The starting time of the meeting shall not be earlier than 9:00 a.m. or later than 3:00 p.m. The meeting shall be held at a place and time where the views of the independent directors shall be fully considered. <u>The restrictions on the place of the meeting shall not apply when the Company convenes a virtual-only shareholders meeting.</u>	Amended in accordance with the laws and regulations.
Article 6: The Company shall specify in the notice of meeting the time for accepting the shareholders' register, the place of registration and other matters needing attention.	Article 6: The Company shall specify in its shareholders meeting notices the time during which attendance registrations for shareholders, <u>solicitors and proxies</u> (collectively "shareholders") will be accepted, the place to register for attendance, and other matters for attention.	Amended in accordance with the laws and regulations.

Before Amendment	After Amendment	Reasons for Amendments
The aforesaid time for accepting shareholders' register shall be at least 30 minutes prior to the commencement of the meeting. The registration desk shall be clearly marked and shall be handled by adequate and competent personnel. Shareholders <u>themselves</u> or their proxies (hereinafter referred to as <u>shareholders</u>) shall attend the shareholders' meeting by presenting their attendance cards or other certificates of attendance. The Company shall request shareholders to provide any other supporting documents for shareholders' attendance at the meeting. A requester with a power of attorney shall bring along identity documents for verification. (Omitted below)	The time during which shareholder attendance registrations will be accepted, as stated in the preceding paragraph, shall be at least 30 minutes prior to the time the meeting commences. The place at which attendance registrations are accepted shall be clearly marked and a sufficient number of suitable personnel assigned to handle the registrations. <u>For virtual shareholders meetings, shareholders may begin to register on the virtual meeting platform 30 minutes before the meeting starts. Shareholders completing registration will be deemed as attend the shareholders meeting in person.</u> Shareholders shall attend the shareholders' meeting by presenting their attendance cards or other certificates of attendance. The Company shall request shareholders to provide any other supporting documents for shareholders' attendance at the meeting. A requester with a power of attorney shall bring along identity documents for verification. (omitted) <u>In the event of a virtual shareholders meeting, shareholders wishing to attend the meeting online shall register with the Company two days before the meeting date.</u> <u>In the event of a virtual shareholders meeting, the Company shall upload the meeting agenda book, annual report and other meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of</u>	

Before Amendment	After Amendment	Reasons for Amendments
	<u>the meeting.</u>	
	<u>Article 6-1</u> <u>The Company convenes a virtual shareholders meetings, the following particulars shall be included in the shareholders meeting notice:</u> I. <u>How shareholders attend the virtual meeting and exercise their rights.</u> II. <u>Actions to be taken if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events, at least covering the following particulars:</u> (1) <u>To what time the meeting is postponed or from what time the meeting will resume if the above obstruction continues and cannot be removed, and the date to which the meeting is postponed or on which the meeting will resume</u> (2) <u>Shareholders not having registered to attend the affected virtual shareholders meeting shall not attend the postponed or resumed session.</u> (3) <u>In case of a hybrid shareholders meeting, when the virtual meeting cannot be continued, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders meeting online, meets the minimum legal requirement for a shareholder meeting, then the shareholders</u>	Added this article in accordance with the laws and regulations.

Before Amendment	After Amendment	Reasons for Amendments
	<u>meeting shall continue. The shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, and the shareholders attending the virtual meeting online shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders meeting.</u> <u>(4) Actions to be taken if the outcome of all proposals have been announced and extraordinary motion has not been carried out.</u> <u>III. To convene a virtual-only shareholders meeting, appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders meeting online shall be specified.</u>	
Article 8: The Company shall record with an audio <u>or</u> video tape the whole proceedings of the shareholders meeting, and said video tape or audio tape shall be kept for at least one year. However, any action instituted by a shareholder pursuant to Article 189 of the Company Act shall be preserved until the conclusion of the action.	Article 8: The Company shall make an <u>uninterrupted audio and video recording</u> for the whole proceedings of the shareholders meeting, and said video tape or audio tape shall be kept for at least one year. However, any action instituted by a shareholder pursuant to Article 189 of the Company Act shall be preserved until the conclusion of the action. <u>Where a shareholders meeting is held online, the Company shall keep records of shareholder registration, sign-in, check-in, questions raised, votes cast and results of votes counted by the</u>	Amended in accordance with the laws and regulations.

Before Amendment	After Amendment	Reasons for Amendments
	<u>Company, and continuously audio and video record, without interruption, the proceedings of the virtual meeting from beginning to end.</u> <u>The information and audio and video recording in the preceding paragraph shall be properly kept by the Company during the entirety of its existence, and copies of the audio and video recording shall be provided to and kept by the party appointed to handle matters of the virtual meeting.</u> <u>In case of a virtual shareholders meeting, the Company is advised to audio and video record the back-end operation interface of the virtual meeting platform.</u>	
Article 9: Attendance at a shareholders' meeting shall be calculated on the basis of shares. The number of shares present shall be calculated on the basis of the signature book or the signed-in card submitted, plus the number of shares in which voting rights are exercised in writing or electronically. The chairperson shall call the meeting to order at the scheduled meeting time. Also, the information of the shares with voting rights and without rights should be announced at the same 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 1 hour,	Article 9: Attendance at a shareholders' meeting shall be calculated on the basis of shares. The number of shares in attendance shall be calculated according to the shares indicated by the attendance book and sign-in cards handed in, and <u>the shares checked in on the virtual meeting platform</u>, plus the number of shares whose voting rights are exercised by correspondence or electronically. The chairperson shall call the meeting to order at the scheduled meeting time. Also, the information of the shares with voting rights and without rights should be announced at the same 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 1 hour,	Amended in accordance with the laws and regulations.

Before Amendment	After Amendment	Reasons for Amendments
are made. The chairperson shall announce the adjournment of the meeting if the shareholders representing one-third or more of the total number of issued shares are not present twice after the adjournment. If the number of shareholders is still not sufficient after the above adjournment for twice and shareholders representing more than one-third of the total number of issued shares are present, a false resolution shall be made in accordance with Paragraph 1 of Article 175 of the Company Act, and each shareholder shall be notified of the false resolution to convene a shareholders' meeting within one month. Before the conclusion of the meeting, the number of shares represented by the shareholders present at the meeting reaches a majority of the total number of issued shares, the chairperson shall, in accordance with Article 174 of the Company Act, make a false resolution and submit it to the shareholders' meeting for voting.	are made. If the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the chair shall declare the meeting adjourned. <u>In the event of a virtual shareholders meeting, the Company shall also declare the meeting adjourned at the virtual meeting platform.</u> If the number of shareholders is still not sufficient after the above adjournment for twice and shareholders representing more than one-third of the total number of issued shares are present, a false resolution shall be made in accordance with Paragraph 1 of Article 175 of the Company Act, and each shareholder shall be notified of the false resolution to convene a shareholders' meeting within one month. <u>In the event of a virtual shareholders meeting, shareholders intending to attend the meeting online shall re-register to the Company in accordance with Article 6.</u> Before the conclusion of the meeting, the number of shares represented by the shareholders present at the meeting reaches a majority of the total number of issued shares, the chairperson shall, in accordance with Article 174 of the Company Act, make a false resolution and submit it to the shareholders' meeting for voting.	
Article 11: Before speaking, an attending shareholder must specify on a speaker's slip the subject of the speech, their shareholder account number (or attendance card number), and account	Article 11: Before speaking, an attending shareholder must specify on a speaker's slip the subject of the speech, their shareholder account number (or attendance card number), and account	Amended in accordance with the laws and regulations.

Before Amendment	After Amendment	Reasons for Amendments
name. The order in which shareholders speak will be set by the chairperson. (omitted below)	name. The order in which shareholders speak will be set by the chairperson. (omitted) <u>Where a virtual shareholders meeting is convened, shareholders attending the virtual meeting online may raise questions in writing at the virtual meeting platform from the chair declaring the meeting open until the chair declaring the meeting adjourned. No more than two questions for the same proposal may be raised. Each question shall contain no more than 200 words. The regulations in paragraphs 1 to 5 do not apply.</u> <u>As long as questions so raised in accordance with the preceding paragraph are not in violation of the regulations or beyond the scope of a proposal, it is advisable the questions be disclosed to the public at the virtual meeting platform.</u>	
Article 14: A shareholder shall be entitled to one vote for each share held, except when the shares are restricted shares or are deemed non-voting shares under Article 179, Paragraph 2 of the Company Act. (omitted) If a shareholder wishes to attend a shareholders' meeting in person after exercising his/her voting rights in writing or electronically, he/she shall revoke his/her declaration of intention	Article 14: A shareholder shall be entitled to one vote for each share held, except when the shares are restricted shares or are deemed non-voting shares under Article 179, Paragraph 2 of the Company Act. (omitted) After a shareholder has exercised voting rights by correspondence or electronic means, in the event the shareholder intends to attend the shareholders meeting in person or <u>online</u>, a written	Amended in accordance with the laws and regulations.

Before Amendment	After Amendment	Reasons for Amendments
to exercise the voting rights referred to in the preceding paragraph in the same manner two days before the meeting. The voting right exercised in writing or electronically shall prevail in the event of late revocation. If the voting right is exercised in writing or electronically and the proxy is entrusted to attend the shareholders' meeting, the voting right exercised by the proxy shall prevail. (Omitted below)	declaration of intent to retract the voting rights already exercised under the preceding paragraph shall be made known to the Company, by the same means by which the voting rights were exercised, two business days before the date of the shareholders meeting. If the notice of retraction is submitted after that time, the voting rights already exercised by correspondence or electronic means shall prevail. If the voting right is exercised in writing or electronically and the proxy is entrusted to attend the shareholders' meeting, the voting right exercised by the proxy shall prevail. (omitted) <u>When the Company convenes a virtual shareholders meeting, after the chair declares the meeting begin, shareholders attending the meeting online shall cast votes on proposals and elections on the virtual meeting platform before the chair announces the voting session ends or will be deemed abstained from voting.</u> <u>In the event of a virtual shareholders meeting, votes shall be counted at once after the chair announces the voting session ends, and results of votes and elections shall be announced immediately.</u> <u>When the Company convenes a hybrid shareholders meeting, if shareholders who have registered to attend the meeting online in accordance with Article 6 decide to attend the physical</u>	

Before Amendment	After Amendment	Reasons for Amendments
	<u>shareholders meeting in person, they shall revoke their registration two days before the shareholders meeting in the same manner as they registered. If their registration is not revoked within the time limit, they may only attend the shareholders meeting online.</u> <u>When shareholders exercise voting rights by correspondence or electronic means, unless they have withdrawn the declaration of intent and attended the shareholders meeting online, except for extraordinary motions, they will not exercise voting rights on the original proposals or make any amendments to the original proposals or exercise voting rights on amendments to the original proposal.</u>	
Article 17: The resolutions of the shareholders' meeting shall be signed or sealed by the chairperson, and the minutes shall be distributed to all shareholders within 20 days after the meeting. The minutes shall be produced and distributed electronically. (Omitted below)	Article 17: The resolutions of the shareholders' meeting shall be signed or sealed by the chairperson, and the minutes shall be distributed to all shareholders within 20 days after the meeting. The minutes shall be produced and distributed electronically. (omitted) <u>Where a virtual shareholders meeting is convened, in addition to the particulars to be included in the meeting minutes as described in the preceding paragraph, the start time and end time of the shareholders meeting, how the meeting is convened, the chair's and secretary's name, and actions to be taken in the event of disruption to the virtual</u>	Amended in accordance with the laws and regulations.

Before Amendment	After Amendment	Reasons for Amendments
	<u>meeting platform or participation in the meeting online due to natural disasters, accidents or other force majeure events, and how issues are dealt with shall also be included in the minutes.</u> <u>When convening a virtual-only shareholder meeting, other than compliance with the requirements in the preceding paragraph, the Company shall specify in the meeting minutes alternative measures available to shareholders with difficulties in attending a virtual-only shareholders meeting online.</u>	
Article 18: On the day of a shareholders' meeting, the Company shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation <u>and</u> the number of shares represented by proxies, and shall make an express disclosure of the same at the place of the shareholders' meeting. <u>(Omitted below)</u>	Article 18: On the day of a shareholders meeting, the Company shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation, the number of shares represented by proxies <u>and the number of shares represented by shareholders attending the meeting by correspondence or electronic means</u>, and shall make an express disclosure of the same at the place of the shareholders meeting. <u>In the event a virtual shareholders meeting, the Company shall upload the above meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.</u> <u>During the Company's virtual shareholders meeting, when the meeting is called to order, the total number of shares represented at the meeting shall be disclosed on the virtual meeting platform. The same shall apply</u>	Amended in accordance with the laws and regulations.

Before Amendment	After Amendment	Reasons for Amendments
	<u>whenever the total number of shares represented at the meeting and a new tally of votes is released during the meeting.</u> (Omitted below)	
	<u>Article 19:</u> <u>In the event of a virtual shareholders meeting, the Company shall disclose real-time results of votes and election immediately after the end of the voting session on the virtual meeting platform according to the regulations, and this disclosure shall continue at least 15 minutes after the chair has announced the meeting adjourned.</u>	Added this article in accordance with the laws and regulations.
	<u>Article 20</u> <u>When the Company convenes a virtual-only shareholders meeting, both the chair and secretary shall be in the same location, and the chair shall declare the address of their location when the meeting is called to order.</u>	Added this article in accordance with the laws and regulations.
	<u>Article 21</u> <u>In the event of a virtual shareholders meeting, the Company may offer a simple connection test to shareholders prior to the meeting, and provide relevant real-time services before and during the meeting to help resolve communication technical issues.</u> <u>In the event of a virtual shareholders meeting, when declaring the meeting begin, the chair shall also declare, unless under a circumstance where a meeting is not required to be postponed to or resumed at another time under Article 44-20, paragraph 4 of the Regulations Governing the Administration of Shareholder Services</u>	Added this article in accordance with the laws and regulations.

Before Amendment	After Amendment	Reasons for Amendments
	<u>of Public Companies, if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events before the chair has announced the meeting adjourned, and the obstruction continues for more than 30 minutes, the meeting shall be postponed to or resumed on another date within five days, in which case Article 182 of the Company Act shall not apply.</u> <u>For a meeting to be postponed or resumed as described in the preceding paragraph, shareholders who have not registered to participate in the affected shareholders meeting online shall not attend the postponed or resumed session.</u> <u>For a meeting to be postponed or resumed under the second paragraph, the number of shares represented by, and voting rights and election rights exercised by the shareholders who have registered to participate in the affected shareholders meeting and have successfully signed in the meeting, but do not attend the postpone or resumed session, at the affected shareholders meeting, shall be counted towards the total number of shares, number of voting rights and number of election rights represented at the postponed or resumed session.</u> <u>During a postponed or resumed session of a shareholders meeting held under the second paragraph, no further discussion or resolution is required for proposals for which votes have been cast and counted and results have been</u>	

Before Amendment	After Amendment	Reasons for Amendments
	<u>announced, or list of elected directors. When the Company convenes a hybrid shareholders meeting, and the virtual meeting cannot continue as described in second paragraph, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders meeting online, still meets the minimum legal requirement for a shareholder meeting, then the shareholders meeting shall continue, and not postponement or resumption thereof under the second paragraph is required.</u> <u>Under the circumstances where a meeting should continue as in the preceding paragraph, the shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, provided these shareholders shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders meeting.</u> <u>When postponing or resuming a meeting according to the second paragraph, the Company shall handle the preparatory work based on the date of the original shareholders meeting in accordance with the requirements listed under Article 44-20, paragraph 7 of the Regulations Governing the Administration of Shareholder Services of Public Companies.</u> <u>For dates or period set forth under Article 12, second half, and Article 13, paragraph 3 of Regulations Governing the Use of Proxies for Attendance at</u>	

Before Amendment	After Amendment	Reasons for Amendments
	<u>Shareholder Meetings of Public Companies, and Article 44-5, paragraph 2, Article 44-15, and Article 44-17, paragraph 1 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the Company shall handle the matter based on the date of the shareholders meeting that is postponed or resumed under the second paragraph.</u>	
	<u>Article 22</u> <u>When convening a virtual-only shareholders meeting, the Company shall provide appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders meeting online.</u>	Added this article in accordance with the laws and regulations.
Article <u>19</u>: Staff handling administrative affairs of a shareholders' meeting shall wear identification cards or armbands. The chairperson shall direct the proctors (or security personnel) to assist in maintaining order at the meeting. When proctors (or security personnel) help maintain order at the meeting place, they shall wear an identification card or armband bearing the word "Proctor". If the meeting venue is equipped with amplification equipment, the chairperson shall stop others from speaking with equipment of the Company than shareholders. When a shareholder violates the Rules and Procedures and defies the chairperson's instruction, obstructing the proceedings and refusing to heed calls to stop, the chairperson may direct the proctors (or security personnel) to escort the shareholder from the meeting.	Article <u>23</u>: Staff handling administrative affairs of a shareholders' meeting shall wear identification cards or armbands. The chairperson shall direct the proctors (or security personnel) to assist in maintaining order at the meeting. When proctors (or security personnel) help maintain order at the meeting place, they shall wear an identification card or armband bearing the word "Proctor". If the meeting venue is equipped with amplification equipment, the chairperson shall stop others from speaking with equipment of the Company than shareholders. When a shareholder violates the Rules and Procedures and defies the chairperson's instruction, obstructing the proceedings and refusing to heed calls to stop, the chairperson may direct the proctors (or security personnel) to escort the shareholder from the meeting.	Adjusted the number of Articles in order to keep this newly added Article in order.

Before Amendment	After Amendment	Reasons for Amendments
<u>Article 20:</u> The promulgation and amendment of the Rules shall come into force after being passed by the shareholders' meeting. Any matters not provided for herein shall be handled in accordance with the Company Act, the Articles of Incorporation and other relevant laws and regulations.	<u>Article 24:</u> The promulgation and amendment of the Rules shall come into force after being passed by the shareholders' meeting. Any matters not provided for herein shall be handled in accordance with the Company Act, the Articles of Incorporation and other relevant laws and regulations.	Adjusted the number of Articles in order to keep this newly added Article in order.
<u>Article 21:</u> The Rules were promulgated on May 20, 1996. The first amendment was made on May 8, 1998. The second amendment was made on June 20, 2002. The third amendment was made on June 13, 2008. The fourth amendment was made on June 12, 2012. The fifth amendment was made on June 11, 2015. The sixth amendment was made on June 13, 2017. The seventh amendment was made on June 10, 2020. The eighth amendment was made on August 13, 2021.	<u>Article 25:</u> The Rules were promulgated on May 20, 1996. The first amendment was made on May 8, 1998. The second amendment was made on June 20, 2002. The third amendment was made on June 13, 2008. The fourth amendment was made on June 12, 2012. The fifth amendment was made on June 11, 2015. The sixth amendment was made on June 13, 2017. The seventh amendment was made on June 10, 2020. The eighth amendment was made on August 13, 2021. <u>The ninth amendment was made on June 14, 2022.</u>	1. Adjusted the number of Articles in order to keep this newly added Article in order. 2. Addition of dates of revisions.

Appendix I

Highwealth Construction Corporation Article of Incorporation

Chapter I General Rules

Article 1: The company shall be organized in accordance with the provisions of the Company Act as Highwealth Construction Corporation, and the English name shall be Highwealth Construction Corp.

Article 2: The Company engages in the left businesses:

1. Leasing and sale of commercial buildings and national residential buildings commissioned by construction companies.
2. Design and construction of interior decoration.
3. Trading, import and export of building materials, decoration materials and construction machinery.
4. Introduction to the rental and sale of houses and cadastral surveying business.
5. Real estate business information consultant and credit data collection, analysis and printing business.
6. Development, lease, sale and management of the industrial zone commissioned by the competent government's industrial authority (except building industry).
7. Design of swimming pools, runways, bridges, airports, harbors and MRT systems (except architect industry).
8. Civil engineering design and planning consultancy.
9. Operation of general merchandise sales, hotels, supermarkets, three-dimensional parking lots and natural scenic spots.
10. Operation of restaurants.
11. Consultants for analysis and diagnosis of enterprise management and financial management (excluding CPA services) (excluding securities investment consulting services).
12. Computer information consultant.
13. Development, rental and sale of H701020 industrial factory building.
14. H701040 Development industry of specific professional zone.
15. H701050 Public construction industry of investment.
16. H701060 Development industry of new town and new community.

17. .H703010 Rental industry of plant.
18. H703020 Rental industry of warehouse.
19. H703030 Rental industry of office building.
20. ZZ99999 Except for permitted businesses, businesses not prohibited or restricted by laws and regulations can be operated.

Article 3: The Company is headquartered in Taipei City, and shall, if necessary, establish branches at home and abroad by resolution of the Board of Directors in accordance with law.

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

Chapter II Shares

Article 5: The capital of the Company is NTD 20 billion, divided into two hundred million shares at NTD 10 per share, and the Board of Directors shall be authorized to issue the shares in installments. 20 million shares, warrant bonds and exercise of preferred shares with warrants shall be reserved from the above capital sum. The Board of Directors shall be authorized for issuing in batch. The Company may, with the consent of the shareholders' meeting attended by a majority of the total number of issued shares and at least two-thirds of the voting rights of the shareholders present, transfer the shares to employees at a price lower than the average price of the actual repurchased shares, or issue employee warrants at a price lower than the market price.

Article 5-1: The issuance or transfer objects shall include employees of subsidiaries who match certain conditions for the Company issuing employee subscription certificate, issuing new stocks with restricted employee rights, issuing new stocks to employees, or repurchasing stocks and transferring to employees in accordance with the law.

The above conditions and acquisition methods shall be submitted to the Board of Directors for decision.

Article 6: Shares of the Company shall be registered, signed or sealed by directors on behalf of the Company, and shall be issued after certification in accordance with the law. Shares shall be printed in combination with the total number of new shares issued, or exempted from printing. However, a centralized securities depository enterprise shall be contracted for registration or custody.

Article 7: Unless otherwise provided for in laws, regulations and securities regulations, the Company's handling of stock affairs shall be governed by the "Regulations on Handling of Stock Affairs by Companies with Public Issue of Shares" promulgated by the Competent Authority.

Article 8: Where necessary, the Company shall, by resolution of the Board of Directors, entrust stock affairs to a stock affairs agency approved by the Competent Authority. If a company entrusts a stock affairs agency to handle the stock affairs, the shareholders shall negotiate with the entrusted stock affairs agency to handle the stock affairs. Taiwan Securities Central Depository Co., Ltd. may request the Company to merge and issue large denomination securities if the shares issued by the Company are entrusted to Taiwan Securities Central Depository Co., Ltd. for custody.

Article 9: The transfer of shares shall be suspended within 60 days prior to the meeting of each ordinary shareholders' meeting, within 30 days prior to the extraordinary meeting, or within 5 days prior to the date on which the Company decides to distribute dividends, bonuses or other benefits.

Chapter III Shareholders' Meeting

Article 10: Shareholders' meetings are divided into regular meeting and temporary meeting, which shall be convened by the Board of Directors within six months after the end of each fiscal year. The temporary meetings shall be convened in accordance with the law when necessary.

Article 11: If a shareholder is unable to attend the shareholders' meeting for any reason, a power of attorney issued by the Company specifying the scope of authorization and signature or seal shall be issued, and an agent shall be entrusted to attend. The use of the power of attorney shall be handled in accordance with Article 177 of the Company Act and Articles 25-1 of the Securities Exchange Act-"Openly Issuing the Rules on the Use of Power of Attorney by Shareholders Attending the Company's Shareholder Meeting" promulgated by the Competent Authority.

Article 11-1: The convening of ordinary and extraordinary shareholders' meetings shall be notified to each shareholder of the date, place, and reasons for convening the meeting prior to the time limit prescribed by the Company Act and relevant laws and regulations. The shareholders holding less than 1,000 shares shall be noticed through an announcement. When the Company convenes a general meeting, the authorized shareholders may propose resolutions to the Company in writing, and the relevant operations shall be handled in accordance with the Company Act and relevant provisions.

Article 12: When a shareholders' meeting is held, the chairperson of the Board of Directors shall be the chairperson. If the chairperson of the Board of Directors asks for leave of absence or is unable to exercise his/her functions and powers for any reason, his/her agency shall be handled in accordance with Article 208 of the Company Act.

Article 13: Shareholders of the Company shall have one vote per share, but not have the right

to vote if it is restricted or under the circumstances specified in Paragraph 2 of Article 179 of the Company Act.

Article 14: Unless otherwise provided by relevant laws and regulations, a resolution of a shareholders' meeting shall be attended by the shareholders, who are present on behalf of a majority of the shareholders of the total number of issued shares. Shareholders of the Company may also exercise their voting rights electronically. Shareholders exercising their voting rights electronically shall be deemed to be present in person and relevant matters shall be handled in accordance with the relevant laws and regulations.

Article 15: The resolutions of the shareholders' meeting shall be signed or sealed by the chairperson, and the minutes shall be distributed to all shareholders within 20 days after the meeting.

The minutes referred to in the preceding paragraph shall be distributed by way of public announcement. The minutes of the meeting shall record the year, month and day of the meeting, the place where the meeting was held, the name of the chairperson, and the method of resolution. The minutes shall also record the gist of the proceedings and the results thereof. The minutes shall be kept permanently during the existence of the Company. The register of shareholders present and the proxy letter for attending the meeting shall be kept for one year.

Chapter IV Directors and Audit Committee

Article 16: The Company shall have seven to nine directors, of whom 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 election of all directors shall be conducted through a candidate nomination system in accordance with Article 192-1 of the Company Act. The term of office of each director shall be three years, and he/she may be re-elected. The aggregate shareholding ratio of all directors shall be handled in accordance with the regulations of the securities regulatory authority.

The Company shall establish an audit committee, composed of all independent directors, in accordance with Article 14-4 of the Securities Exchange Act, to carry out the functions and powers required to be exercised by supervisors under the Company Act, the Securities Exchange Act and other laws and regulations.

Article 17: In the event that one-third of the directors are absent or the independent directors are dismissed, the Board of Directors shall convene an extraordinary directors' meeting within 60 days to elect a replacement director for a term limited to the term of office for which the replacement director was previously appointed.

Article 18: If the term of office of a director expires but the director is not re-elected, the

director shall be extended to perform his/her duties until the re-elected director assumes office. However, the Competent Authority shall order the Company to re-elect within a time limit in accordance with its authority, and if the Company still fails to re-elect within the time limit, the Competent Authority shall of course dismiss the Company upon expiration of the time limit.

Article 19: The directors shall organize the Board of Directors to elect a chairperson from the directors with the consent of more than two-thirds of the directors present and more than half of the directors present, and may elect a vice-chairperson from the directors in the same manner to carry out all affairs of the Company in accordance with laws, regulations, articles of association, resolutions of the shareholders' meeting and the Board of Directors.

Article 20: The management policy and other important matters of the Company shall be decided by the Board of Directors. Except for the first shareholders' meeting convened in accordance with Article 203 of the Company Act, the chairperson of the Board of Directors shall convene and serve as the chairperson. The chairperson shall represent the Company. If the chairperson of the Board of Directors requests leave of absence or is unable to exercise his/her functions and powers for any reason, the vice chairperson of the Board of Directors shall act as the chairperson of the Board of Directors. If the vice chairperson is absent or is unable to exercise his/her functions and powers for any reason, the chairperson shall appoint one person to act as his/her deputy; if no agent is appointed, the directors shall elect one person to act as their deputy.

The convening of the directors' meeting referred to in the preceding paragraph shall state the reasons and notify all directors seven days in advance. However, in case of emergency, it may be convened at any time. Notice of convening shall be given in writing, by e-mail or by fax.

Article 21: Except as otherwise provided for in the Company Act, a majority of the directors shall be present at the meeting, which shall be held with the consent of a majority of the directors present. If a director is unable to attend the meeting for any reason, he/she shall issue a power of attorney stating the scope of authorization for convening the meeting and authorizing other directors to attend the meeting on his/her behalf, but one director shall not be entrusted by multiple directors to attend the meeting. If the Board of Directors holds a directors' meeting through videoconference, the directors shall be deemed to be personally present if they participate in the meeting by videoconference.

Article 22: Minutes of the Board of Directors shall be prepared and signed or sealed by the chairperson and circulated to all directors within 20 days after the meeting. The

minutes shall record the proceedings and the results thereof. The minutes shall be kept in the Company together with the register of directors present and the power of attorney for attending the meeting.

Article 23: Delete.

Article 24: The Board of Directors shall be authorized to determine the remuneration of the chairperson and directors in accordance with the extent of their participation in and the value of their contributions to the operations of the Company and in the light of the normal level of the industry. The Company shall purchase liability insurance for the directors.

Chapter V Managers and Staff

Article 25: The Company shall appoint general manager and several managers, whose appointment, dismissal and remuneration shall be handled in accordance with Article 29 of the Company Act.

Article 26: The Company shall, by resolution of the Board of Directors in accordance with Article 21 of the Articles of Association, engage consultants and important staff.

Article 27: The general manager of the Company shall apply to the Board of Directors for the appointment of the first-level directors, and the general manager shall appoint the other employees in accordance with the personnel management regulations.

Chapter VI Accounting

Article 28: At the end of each fiscal year, the Board of Directors shall prepare the following statements, which shall be submitted to the annual shareholders' meeting for acceptance and approval according to the law: (I) Business report. (II) Financial statements. (III) Proposals for profit or loss appropriation.

Article 29: If the Company makes profits for the year, of which the employee remuneration shall not be less than 0.1% of the pre-tax benefits and the director remuneration shall not be more than 1% of the pre-tax benefits, the remuneration shall be distributed after the resolution of the Board of Directors and reported to the Board of Directors. However, if the Company still has accumulated losses, the compensation amount shall be reserved in advance. The allotment objects of remuneration shall include employees of subsidiaries who meet certain conditions, which shall be authorized to the Board of Directors for decision.

The Company shall grasp the changing characteristics of the operating economic environment in order to achieve sustainable operation and long-term development. The Board of Directors shall pay attention to the stability and growth of dividends when formulating the appropriation of earnings, and shall decide on the most appropriate method for dividend policy payment depending on the operating conditions and considering the capital budget planning.

Article 29-1: The Company's earnings concluded in a year are first subject to taxation and reimbursement of previous losses, followed by a 10% provision for the legal reserve. However, no further provision for the legal reserve is required if the Company has accumulated legal reserve of an amount equal to paid-in capital. In addition, the legal reserve shall be allocated or reversed in accordance with laws and regulations or regulations stipulated by the competent authority. The remaining balance and the beginning balance of the undistributed earnings constitute the accumulated distributable earnings. Of the aforementioned accumulated distributable earnings, not less than 20% shall be allocated as shareholders' bonus. The board of directors shall prepare the proposal for distribution and submit it to the shareholders' meeting for resolution. When distributing earnings, the cash part of shareholders' dividends shall not be less than 10% of the amount distributed to shareholders.

If the Company distributes all or part of the dividends or statutory surplus reserves and capital reserves by means of cash disbursement, it shall authorize the Board of Directors with over two-thirds of the directors attending the meeting and conduct after approval of a majority of the directors attending the meeting, which shall be reported to the shareholders' meeting.

Chapter VII Supplementary Provisions

- Article 30: The Company shall authorize the Board of Directors to execute its reinvestment in excess of 40% of the paid-in capital.
- Article 31: External guarantees shall be required by the Company for its business.
- Article 32: The organization rules and handling details of the Company shall be separately prescribed by the Board of Directors.
- Article 33: All matters not provided for in the Articles shall be handled in accordance with the Company Act and other relevant laws and regulations.
- Article 34: The Articles of Association were made on January 12, 1980.
The first amendment was made on November 17, 1980.
(Omitted below)
The twenty-eighth amendment was made on June 15, 2007.
The twenty-ninth amendment was made on June 13, 2008.
The thirtieth amendment was made on June 10, 2009.
The thirty-first amendment was made on June 12, 2012○.
The thirty-second amendment was made on June 11, 2014.
The thirty-third amendment was made on June 11, 2015.
The thirty-fourth amendment was made on June 13, 2016.
The thirty-fifth amendment was made on June 13, 2017.
The thirty-sixth amendment will be made on June 10, 2019.
The thirty-seventh amendment will be made on June 10, 2020.

Appendix II

Highwealth Construction Corporation Rules of Procedures for Shareholders' Meetings

Article 1: The Rules are formulated in accordance with Article 5 of the Code of Practice on Governance of Listed and OTC Companies for the purpose of establishing a good governance system for shareholders' meetings of the Company, improving its supervisory functions and strengthening its management functions.

Article 2: Unless otherwise provided in laws, regulations or articles of association, the rules of procedure for shareholders' meetings of the Company shall be governed by the Rules.

Article 3: The shareholders' meeting of the Company shall be convened by the Board of Directors unless otherwise provided by laws and regulations.

Thirty days prior to the ordinary meeting of shareholders or fifteen days prior to the extraordinary meeting of shareholders, the Company shall prepare an electronic file for transmission to the Market Observation Post System containing the notice of the meeting of shareholders, the power of attorney, the reasons for the various resolutions related to the recognition, discussion, appointment or dismissal of directors and the explanatory data. The handbook and supplementary meeting data of the shareholders' meeting shall be compiled and transmitted to the Open Information Observatory by electronic archives twenty-one days prior to the ordinary meeting or fifteen days prior to extraordinary meeting of shareholders. Fifteen days prior to the meeting, the handbook of shareholders' meetings and supplementary information for the meeting shall be prepared and made available to the shareholders at any time and shall be displayed to the Company and the professional stock agents appointed by the Company and shall be distributed at the scene of the shareholders' meeting. The notice and announcement shall state the reasons for convening the meeting; If the notice is approved by the other party, the notice shall be made electronically.

The essential content of the appointment or dismissal of directors, amendments to articles, reduction of capital, application for the approval of ceasing its status as a public company, approval of lifting of the non-competition restrictions on directors, capital increase by retained earnings, capital increase by capital reserve, dissolution, merger or division of the Company, or matters listed in Article 185, Paragraph 1 of the Company Act, matters listed in Article 26-1 and Article 43-6 of the Securities Exchange Act, and matters listed in Article 56-1 and Article 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuer shall be explained in the shareholders' meeting notice and shall not be proposed as extemporary motions.

If re-election of the Board and the date of appointment thereof are both stated clearly on the reasons for convening a shareholders' meeting, then the date of appointment shall not be changed by extemporary motion or other means during the same meeting after the re-election of the Board is completed.

A shareholder holding 1% or more of the total number of issued shares may submit to the Company a proposal for discussion at a regular shareholders' meeting. Such proposals are limited to one item only, and no proposal containing more than one item will be included in the meeting agenda. Where a shareholder proposes a resolution under any of the circumstances specified in Paragraph 4 of Article 172-1 of the Company Act, the Board of Directors shall not include it as a resolution. If the shareholder's proposal concerns a recommendation advocating for the Company to promote public interest or fulfill social responsibilities, in accordance with Article 172-1 of the Company Act, such proposals are allowed but limited to one item only, and no proposal containing more than one item will be included in the meeting agenda.

Prior to the book closure date before a regular shareholders' meeting is held, the Company shall publicly announce that it will receive shareholder proposals, the method of acceptance for written or electronic proposals, and the location and time period for their submission; the period for accepting the submission of shareholder proposals may not be less than 10 days.

A resolution proposed by a shareholder shall be limited to 300 words, and shall not be included in the resolution if it exceeds 300 words; The proposing shareholder shall attend the ordinary meeting of shareholders in person or by proxy and participate in the discussion of the proposal.

The Company shall notify the proposing shareholders of the outcome of the shareholders' meeting prior to the date of the notice of convening the shareholders' meeting and shall list the resolutions in accordance with the provisions of the Article in the notice of the meeting. For shareholders' proposals that are not included in the resolution, the Board of Directors shall state the reasons for the exclusion at the shareholders' meeting.

Article 4: A shareholder may, at each shareholders' meeting, issue a power of attorney issued by the Company specifying the scope of authorization and authorizing a proxy to attend the shareholders' meeting.

A shareholder shall issue a power of attorney limited to one person and shall deliver it five days prior to the meeting of shareholders. In the event of duplication of the power of attorney, the first one to be served shall prevail. However, the entrustment before the revocation of the declaration shall not be limited.

If a shareholder wishes to attend a shareholders' meeting in person or to exercise his/her voting rights in writing or electronic form after the proxy has been sent to the Company, he/she shall notify the Company in writing of the revocation of the proxy two days prior to the shareholders' meeting; The voting right exercised by the proxy shall prevail in the event of revocation after the expiration of the prescribed time limit.

Article 5: A shareholders' meeting shall be held at the place where the Company is located or where shareholders are conveniently present, and it is appropriate to convene a shareholders' meeting. The starting time of the meeting shall not be earlier than 9:00 a.m. or later than 3:00 p.m. The meeting shall be held at a place and time where the views of the independent directors shall be fully considered.

Article 6: The Company shall specify in the notice of meeting the time for accepting the shareholders' register, the place of registration and other matters needing attention. The aforesaid time for accepting shareholders' register shall be at least 30 minutes prior to the commencement of the meeting. The registration desk shall be clearly marked and shall be handled by adequate and competent personnel. Shareholders themselves or their proxies (hereinafter referred to as shareholders) shall attend the shareholders' meeting by presenting their attendance cards or other certificates of attendance. The Company shall request shareholders to provide any other supporting documents for shareholders' attendance at the meeting. A requester with a power of attorney shall bring along identity documents for verification. The Company shall set up an autograph book for the attending shareholders to sign in, or the attending shareholders shall submit a sign-in card to sign in. The Company shall furnish attending shareholders with the meeting agenda book, annual report, attendance card, speaker's slips, voting slips, and other meeting materials. Where there is an election of directors, ballots shall also be furnished. When the government or a juristic person is a shareholder, it may be represented by more than one representative at a shareholders' meeting. When a juristic person is appointed to attend as proxy, it shall designate only one person to represent it in the meeting.

Article 7: If the shareholders' meeting is convened by the Board of Directors, the chairperson shall act as the chairperson. If the chairperson of the Board of Directors asks for leave of absence or is unable to exercise his/her functions and powers for any reason, the chairperson shall appoint a director to act as his/her deputy. Where the chairperson of the Board of Directors does not appoint an agent, the directors shall elect one person from the directors to act as the agent. For shareholders' meetings convened by the Board of Directors, the chairperson should preside in person, and a majority of the directors of the Board of Directors should attend in person, and at least one representative of each functional

committee members shall attend, and the attendance shall be recorded in the minutes of the shareholders' meeting.

If a shareholders' meeting is convened by a convener other than the Board of Directors, the convener shall act as the chairperson of the shareholders' meeting. If there are more than two conveners, they shall elect one convener to act the chairperson. The Company shall appoint attorneys, accountants or related persons to attend shareholders' meetings to answer relevant questions while the agenda is in progress.

Article 8: The Company shall record or videotape the whole process of the shareholders' meeting and keep it for at least one year. However, any action instituted by a shareholder pursuant to Article 189 of the Company Act shall be preserved until the conclusion of the action.

Article 9: Attendance at a shareholders' meeting shall be calculated on the basis of shares. The number of shares present shall be calculated on the basis of the signature book or the signed-in card submitted, plus the number of shares in which voting rights are exercised in writing or electronically.

The chairperson shall call the meeting to order at the scheduled meeting time. Also, the information of the shares with voting rights and without rights should be announced at the same 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 1 hour, are made. The chairperson shall announce the adjournment of the meeting if the shareholders representing one-third or more of the total number of issued shares are not present twice after the adjournment.

If the number of shareholders is still not sufficient after the above adjournment for twice and shareholders representing more than one-third of the total number of issued shares are present, a false resolution shall be made in accordance with Paragraph 1 of Article 175 of the Company Act, and each shareholder shall be notified of the false resolution to convene a shareholders' meeting within one month.

Before the conclusion of the meeting, the number of shares represented by the shareholders present at the meeting reaches a majority of the total number of issued shares, the chairperson shall, in accordance with Article 174 of the Company Act, make a false resolution and submit it to the shareholders' meeting for voting.

Article 10: If a shareholders' meeting is convened by the board of directors, its agenda shall be prescribed by the board of directors. Each proposal (including extemporary motions and amendments to the original agenda) shall be resolved one by one. The

meeting shall be held in accordance with the scheduled agenda and shall not be changed without a resolution of the shareholders' meeting.

If a shareholders' meeting is held by conveners' rights to convene the meeting other than those of the Board of Directors, the aforesaid provisions can be used.

The chairperson shall not adjourn the meeting until the adjournment of the proceedings (including extemporary motions) referred to in the preceding two paragraphs has been decided. If the chairperson announces the adjournment of the meeting in violation of the rules of procedure, the other members of the Board of Directors shall promptly assist the shareholders present at the meeting in the procedure prescribed by law and elect a chairperson by a majority vote of the shareholders present at the meeting to continue the meeting.

The chairperson shall allow ample opportunity during the meeting for explanation and discussion of proposals and of amendments or extemporary motions put forward by the shareholders; when the chairperson is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chairperson may announce the discussion closed, call for a vote and arrange for sufficient time for the voting.

Article 11: Before speaking, an attending shareholder must specify on a speaker's slip the subject of the speech, their shareholder account number (or attendance card number), and account name. The order in which shareholders speak will be set by the chairperson.

If a shareholder attending the meeting only raises a speech note but does not speak, he/she shall be deemed not to have spoken. In case of any discrepancy between the content of the speech and the speech note, the content of the speech shall prevail. When an attending shareholder gives a speech, other shareholders shall not interfere with their speeches except with the consent of the chairperson and the speakers. Violators shall be stopped by the chairperson.

Article 12: 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 suspend the speech.

When a legal person shareholder appoints two or more representatives to attend a shareholders' meeting, only one person is allowed to be elected to speak on the same resolution.

After an attending shareholder gives a speech, the chairperson shall reply in person or by designating relevant persons.

Article 13: Voting at shareholders' meetings shall be calculated based on numbers of shares. The number of shares of non-voting shareholders as resolved at a shareholders'

meeting shall not be included in the total number of issued shares.

Shareholders shall not participate in voting or exercise their voting rights on behalf of other shareholders when their own interests may cause harm to the interests of the Company in relation to the matters at the meeting.

The number of shares not permitted to exercise their voting rights as referred to in the preceding paragraph shall not be included in the number of voting rights of shareholders present.

Except in the case of a trust enterprise or a stock agency approved by the Competent Authority for Securities Affairs, if one person is consigned by more than two shareholders at the same time, the proxy's voting rights shall not exceed 3% of the total voting rights of the issued shares. If the proxy's voting rights exceed the total voting rights of the issued shares, the exceeding part shall not be included.

Article 14: A shareholder shall be entitled to one vote for each share held, except when the shares are restricted shares or are deemed non-voting shares under Article 179, Paragraph 2 of the Company Act.

When convening a shareholders' meeting, the Company shall exercise its voting rights electronically and in writing); When the voting right is exercised in writing or electronically, the method of exercising the voting right shall be specified in the notice of convening the shareholders' meeting. Shareholders exercising their voting rights in writing or electronically shall be deemed to have attended the shareholders' meeting in person. However, amendments to the extemporary motion and the original motion at such shareholders' meeting shall be deemed to have been abstained from voting. Therefore, it is advisable for the Company to refrain from proposing extemporary motions and amendments to the original motion.

Where the voting rights referred to in the preceding paragraph are exercised in writing or electronically, the declaration of intention shall be served on the Company two days before the meeting of shareholders. In case of duplication of intention, the first one shall prevail. However, the restriction shall not apply to declaration of intention made prior to the revocation of a declaration.

If a shareholder wishes to attend a shareholders' meeting in person after exercising his/her voting rights in writing or electronically, he/she shall revoke his/her declaration of intention to exercise the voting rights referred to in the preceding paragraph in the same manner two days before the meeting. The voting right exercised in writing or electronically shall prevail in the event of late revocation. If the voting right is exercised in writing or electronically and the proxy is entrusted to attend the shareholders' meeting, the voting right exercised by the proxy shall

prevail.

Except as otherwise provided in the Company Act and the Articles of Association, the resolution shall be passed by a majority vote of the shareholders present at the meeting. At the time of voting, the chairperson or his/her nominee shall announce the total number of voting rights of the shareholders present on a case-by-case basis, and the shareholders shall vote by poll on a case-by-case basis. On the day after the convening of the shareholders' meeting, the results of the shareholders' approval, opposition or abstention shall be submitted to the Public Information Observatory.

If there are amendments or substitutions to the same motion, the chairperson shall decide on the order of voting with the original motion. If one of the motions is passed, the other motions shall be deemed to be negative and no further vote shall be required.

The scrutineers and tellers of the votes cast on the motion shall be appointed by the chairperson, but the scrutineers shall be shareholders.

The counting of votes for voting or electing resolutions at shareholders' meetings shall be conducted in a public place within the venue of the shareholders' meeting, and after the counting of votes is completed, the voting result shall be announced on the spot, including the weighting of statistics and recording.

Article 15: The election of directors at a shareholders' meeting shall be held in accordance with the applicable election and appointment rules adopted by the Company, and the voting results shall be announced on-site immediately, including the names of those elected as directors and the numbers of votes they received and the names of those not elected as directors and the numbers of votes they received.

The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least one year. However, any action instituted by a shareholder pursuant to Article 189 of the Company Act shall be preserved until the conclusion of the action.

Article 16: When a meeting is in progress, the chairperson may announce a break based on time considerations. If a force majeure event occurs, the chairperson may rule the meeting temporarily suspended and announce a time when, in view of the circumstances, the meeting will be resumed.

If the meeting venue is no longer available for continued use and not all of the items (including extemporary motions) on the meeting agenda have been addressed, the shareholders' meeting may adopt a resolution to resume the meeting at another venue.

A resolution may be adopted at a shareholders' meeting to defer or resume the meeting within 5 days in accordance with Article 182 of the Company Act.

Article 17: The resolutions of the shareholders' meeting shall be signed or sealed by the chairperson, and the minutes shall be distributed to all shareholders within 20 days after the meeting. The minutes shall be produced and distributed electronically. The minutes referred to in the preceding Paragraph shall be distributed by way of an announcement entered by the Company into the Market Observation Post System.

The meeting minutes shall accurately record the year, month, day, and venue of the meeting, the chairperson's full name, the methods by which resolutions were adopted, and a summary of the deliberations and their results (including the voting outcome). If an election of directors is held, the minutes shall disclose the votes received by each candidate. The minutes shall be retained for the duration of the existence of the Company.

Article 18: On the day of a shareholders' meeting, the Company shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation and the number of shares represented by proxies, and shall make an express disclosure of the same at the place of the shareholders' meeting.

If any matters resolved at the shareholders' meeting are subject to the provisions of laws and regulations and material information as prescribed by the Taiwan Stock Exchange Corporation (Juridical Person-Gretai Securities Market of Republic of China), the Company shall submit the contents to the Market Observation Post System within the prescribed time limit.

Article 19: Staff handling administrative affairs of a shareholders' meeting shall wear identification cards or armbands.

The chairperson shall direct the proctors (or security personnel) to assist in maintaining order at the meeting. When proctors (or security personnel) help maintain order at the meeting place, they shall wear an identification card or armband bearing the word "Proctor". If the meeting venue is equipped with amplification equipment, the chairperson shall stop others from speaking with equipment of the Company than shareholders. When a shareholder violates the Rules and Procedures and defies the chairperson's instruction, obstructing the proceedings and refusing to heed calls to stop, the chairperson may direct the proctors (or security personnel) to escort the shareholder from the meeting.

Article 20: The promulgation and amendment of the Rules shall come into force after being

passed by the shareholders' meeting. Any matters not provided for herein shall be handled in accordance with the Company Act, the Articles of Incorporation and other relevant laws and regulations.

Article 21: The Rules were promulgated on May 20, 1996.
The first amendment was made on May 8, 1998.
The second amendment was made on June 20, 2002.
The third amendment was made on June 13, 2008.
The fourth amendment was made on June 12, 2012.
The fifth amendment was made on June 11, 2015.
The sixth amendment was made on June 13, 2017.
The seventh amendment was made on June 10, 2020.
The eighth amendment was made on August 13, 2021.

Appendix III

Information on Directors' Shareholding

Number of shares held by individual directors and all directors recorded in the register of shareholders as of the date of cessation of transfer as of April 16, 2022:

1. The paid-in capital of the Company as of April 16, 2022 was NT\$15,603,850,310 (1,560,385,031 shares).
2. Minimum legal number of shares to be held by all directors: 37,449,241 shares. (Note)
3. Shares held by all directors:

April 16, 2022

Job Title	Name	Date elected	Term of office	Shares held during election		List of Shareholders Stopping Transfer Recorded shareholding	
				Number of shares	Shareholding ratio	Number of shares	Shareholding ratio
Chairperson Director	Run Ying Investment Co., Ltd Representative: Cao Yuanbo Representative: Fan Huajun	June 10, 2020	Three years	25,612,992	2.20%	28,174,291	1.81%
Director	Zheng Qintian	June 10, 2020	Three years	26,611,304	2.28%	29,275,725	1.88%
Director	Zheng Xiuhui	June 10, 2020	Three years	8,151,512	0.70%	8,966,663	0.57%
Independent director	Hong Xiyao	June 10, 2020	Three years	0	0%	0	0%
Independent director	Li Wencheng	June 10, 2020	Three years	0	0%	0	0%
Independent director	Chen Tachun	June 10, 2020	Three years	20,000	0%	22,000	0%
Total directors						66,438,679	4.26%

Note: In accordance with Article 2 of the “Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies”, if two or more independent directors are elected, the total shareholding percentage of all directors excluding independent directors shall be reduced to 80%.

Appendix IV

The Impact of Issuance of Bonus Shares Proposed in this Shareholders' Meeting on the Company's Business Performances and Earnings per Share:

Unit: 1,000 NT dollars

Item		Year	2022 (estimation)
Paid-in capital at the beginning			13,927,531
Dividend and stock dividend this year	Cash dividend per share (NT dollars)		(Note)
	Stock dividend from retained earnings transferred to capital increase (shares)		
	Stock dividend from capital reserve transferred to capital increase (shares)		
Changes to operating performances	Operating profit		
	Increasing (decreasing) percentage of operating profit compared with the same period last year		
	Net income after tax		
	Increasing (decreasing) percentage of net income after tax compared with the same period last year		
	Earnings per share		
	Increasing (decreasing) percentage of earnings per share compared with the same period last year		
	Annual average rate on investment (reciprocal of annual price-earnings ratio)		
Proforma earnings per share and price-earnings ratio	If all the retained earnings transferred to capital increase were distributed by cash dividend	Proforma earnings per share (NT dollars)	
		Proforma annual average rate on investment	
	If capital reserve transferred to capital increase was not conducted	Proforma earnings per share (NT dollars)	
		Proforma annual average rate on investment	
	If capital reserve transferred to capital increase and all the retained earnings transferred to	Proforma earnings per share (NT dollars)	
		Proforma annual average rate on investment	

Note: The Company has not disclosed its financial forecast for 2022; therefore, this item is not applicable.