Ticker Symbol: 2545

Huang Hsiang Construction Corporation

2024 Annual Shareholders ’Meeting
Meeting Handbook

Meeting date & time: June 7, 2024, (Friday), at 9:00 a.m.
Meeting place: No. 8, Ln. 470, Sec. 5, Zhongshan N. Rd., Shihlin Dist., Taipei City, Taiwan (2F, Taipei Shihlin Renaissance Hotel)
Convening method: Physical Shareholders Meeting

Reference Website: MOPS http://mops.twse.com.tw

Table of Contents

Meeting Procedure

1. Call Meeting to Order
2. Chairman's Address
3. Reported Matters
4. Acknowledged Matters
5. Election Matters
6. Matters for Discussion
7. Extemporary Motions
8. Adjournment

Meeting Agenda

1. Reported Matters
   (1) 2023 Operation Overview & 2024 Operation Plan
   (2) 2023 Audit Committee's Audit Report
   (3) 2023 Amounts and Distributed Methods of Employees' and Directors' Remuneration
   (4) 2023 Implementation of Making Endorsements/Guarantees
   (5) 2023 Acquisition and Disposal of Real Estate from Related Parties Proposal
2. Acknowledged Matters
   (1) 2023 Business Report and Financial Statements
   (2) 2023 Earnings distribution
3. Election Matters: Election of directors
4. Matters for Discussion: lifting restrictions of non-compete prohibition of newly elected directors
5. Extemporary Motions
6. Adjournment

Meeting Agenda

1. Reported Matters

(1) 2023 operation overview and 2024 operation plan, for your approval.

2023 Business Report

1. 2023 business report

1) Implementation overview and results

In 2023, the Company's consolidated revenue amounted to NT$4,746,091,000, representing a decrease of 33% compared to NT$7,069,390,000 in 2022. The consolidated comprehensive income for the period was a profit of NT$761,913,000.

2) Implementation of operating revenue and expenditure and budgets — consolidated financial statement

Unit：NT $1,000

Item	Budget Number of 2023	Actual Number of 2023	Achievement Percentage
Operating Revenue	Unbudgeted	4,746,091	Inapplicable
Operating Costs		2,797,400	
Operating Margin		1,948,691	
Operating Expenses		695,394	
Operating Net Profit		1,253,297	
Non-operating Income and Expenses		(335,482)	
Income from Continuing Operations before Income Tax		917,815	
Net income		761,770	
Other Comprehensive Income		143	
Total Comprehensive Income		761,913	

3) Financial revenue and expenditure and profitability analysis — consolidated financial statement

Item		2023
Financial structure	Debt to asset ratio (%)	78.67
	Long term capital to property, plant and equipment ratio(%)	1,337.33
Solvency	Current ratio (%)	126.93
	Quick ratio(%)	11.59
	Interest coverage ratio (Times)	1.95
Profitability	Return on assets (%)	2.43
	Return on equity (%)	6.43
	Net profit ratio (%)	16.05
	Earnings per share(NT$)	2.32

4) Research and development status

(a) In the aspect of architectural layout design: carefully evaluated in accordance with the needs of the market and consumers, and selected a n excellent construction team and applications of related construction regulations to meet increasingly innovative market needs.

(b) In the aspect of construction engineering and management: constantly discuss about various construction methods, and introduced the most suitable method and technology and engineering management, and strictly controlled the quality, costs and progress to increase the competitiveness of products.

(c) In the aspect of the Company's computers: introduced a construction integrated management system, including the engineering budget system, the engineering contracting system, the business system and the accounting system, etc., and promptly controlled and enhanced working efficiency by means of on-line operation between the inside of the Company and the construction site.

(d) In the aspect of market research and development: certainly control the real estate market, actively collect various information of lands and the house market, and discussed and analyzed, and make a correct product positioning and an excellent marketing strategy to achieve the target of high sales rate. In addition, and the related discussions about urban renewal and commercial real estate, etc., were regarded as the reactions to the future sustained developments of the Company.

2. 2024 operation plan

1) Business policy

The Company's operation has kept steadfast, and always upholds the concept of integrity — honest and faithful and efficiency — effective implementation and quality — professional service to continue developments and sustainably operate. We believe that recruiting and cultivating excellent talents from various domains to strengthen the management team can certainly control and encounter the variation of the overall real estate market, and then we can make a proper strategic plan and decide a correct direction. Regarding the raise of construction quality, created excellent products, enhanced after-sales service, and established the brand image.

2) Expected sales volume and basis

Currently, with the government's introduction of the Property Hoarding Tax 2.0 measures, the inclination of investors towards property acquisition may decline. However, the demand from owner-occupiers and those seeking to change homes remains unaffected. Recent domestic adjustments in electricity prices and the implementation of carbon credits have led to price increases, causing concerns about inflationary pressure among the public. Purchasing real estate continues to be considered the traditional and most effective hedge against inflation. The real estate market is expected to remain vibrant. This year, the Company has launched new projects in Wanhua's Han Zhong Section and Zhonghe's Bao 2 for pre-sale, while continuing to sell existing properties like Huangxiang Xinhui and Huangxiang MRT. Assessing the current market sales conditions, we estimate that this year we can sell 20 units of Huangxiang Xinghui, 80 units of Huangxiang MRT, and 20 remaining units of other projects. Additionally, we anticipate selling 130 pre-sale units in Huangxiang's Han Zhong Section and 300 units in Huangxiang's Zhonghe Bao 2.

Chairman :	Managerial officer：	Accounting in charge：
Liao, Nien-Chi	Laio, Yu-Hsiang	Wang, Chi-Hua

(2) 2023 audit committee's audit report, for your approval.

Huang Hsiang Construction Corporation
Audit Committee's Audit Report

The board of directors prepared the Company's 2023 annual financial statements and the subsidiaries' annual consolidated financial statements, and the financial statements among them was audited by CPAs Tseng, Kuo-Yang and Chen, Tsung-Che of KPMG, and the audit report has been offered; and the business report and earnings distribution statement examined by the audit committee, were reviewed and determined to be correct and accurate by the audit committee, and the report was made in accordance with Article 14-4 of Securities and Exchange Act and Article 219 of the Company Act, for your examination.

Faithfully
2024 Annual Shareholders' Meeting of the Company

Huang Hsiang Construction Corporation

Convener of Audit Committee: Chen, Shun-Then

March 14, 2024

(3) 2023 amounts and distributed methods of employees' and directors' remuneration, for your approval.

Explanation: (1) The Company's Articles of Incorporation has been drawn up, when the Company has profit of the year, shall allocate 1% or more as employees' remuneration, and 5% or less as directors' remuneration. However, when the Company has accumulated loss, shall first compensate the amount of the accumulated loss.

(2) As approved by the resolution made at a meeting of board of directors on March 14, 2024, designated 1% as employees' remuneration NT$ 9,283,016 and 1% as directors' remuneration NT$ 9,283,016 the total amount was paid in cash, and the issued object shall include employees of the subordinate companies.

(3) The designated expenses were the same as the year 2023, and there was no difference.

(4) 2023 implementation of making endorsements/guarantees, for your approval.

Explanation: The Company's 2023 implementation of making endorsements / guarantees is as follow：

Unit: NT$ 1,000

Object	Relationship	2023 ending balance	Limit of making endorsements/guarantees for single enterprise
Northlight Construction Ltd.	Subsidiary	860,000	2,870,558
Polis International Developments Co., Ltd.	Subsidiary	260,000	2,870,558

Note: The Company's total amount of making endorsements/guarantees shall not exceed 50% of current net worth, and the limit of making endorsements/guarantees for single enterprise shall not exceed 25% of current net worth therein, when endorsements/guarantees were made with business relationship, the limit shall not exceed the total amount of transaction with the Company in the most recent year.

(5) 2023 acquisition and disposal of real estate from a related party proposal, for your approval.

Explanation:

(1) Acquisition of real estate from related parties: None.

(2) Considering the Company's favorable profits, we sold real estate to the related party, Huang Ming Construction Corp. The relevant details are provided below:

Subject Property	Area (ping)	Total Price (NT$1,000)
1F and 2F, No. 160-5, Section 1, Zhongshan Road, Banqiao District, New Taipei City (2 units); 1F and 2F, No. 160-6, Section 1, Zhongshan Road, Banqiao District, New Taipei City. 2 units along with 7 parking spaces	221.30	248,000
No. 149, No. 149 2F, and No. 149 2F-1, Yumin Road, Tucheng District, New Taipei City. 3 units along with 7 parking spaces	544.66	358,000
Total		606,000

2. Acknowledged Matters

ONE Proposed by board of directors

Proposal：Acknowledgement of 2023 business report and financial statements proposal，for your approval

Explanation：The financial statements of the Company for 2023, including the consolidated financial statements with subsidiaries, have been audited and certified by CPAs Tseng, Kuo-Yang and Chien, Tsung-Che of KPMG Taiwan. The business report, along with these audited statements, has been submitted for review by the Company's Audit Committee (please refer to pages 2 to 4 of this handbook for the business report and Appendix 3 on pages 20 to 37 for the financial statements). Your acknowledgment is appreciated.

Resolution：

TWO Proposed by board of directors

Proposal： 2023 earnings distribution proposal, for your approval

Explanation:(1) The Company's undistributed earnings from the first half of the year amounted to NT$4,654,797,427. Combined with the after-tax net profit of NT$761,769,734 for 2023, and other comprehensive income of NT$143,764, a 10% statutory reserve allocation of NT$76,191,350 was made. This results in total distributable earnings of NT$5,340,519,575.

(2) We propose to allocate the 2023 earnings of NT$753,790,058 for distribution as shareholder dividends (cash distribution - NT$2.3 per share), rounded down to the nearest dollar. Any fractional amounts less than NT$1 will be aggregated and transferred to the Employee Welfare Committee.

(3) After the proposal is approved at a regular shareholders' meeting, the board of directors is authorized to set ex-dividend date to distribute.

(4) When the Company buys back its stocks and treasury stocks to transfer to employees or write off, and for other reasons hereafter, and it causes that the total number of outstanding stocks led into the variation of shareholder distribution ratio, and drafts to report to a shareholders' meeting for authorizing the chairman to discretionarily adjust the payout ratio and conduct related matters.

(5) For your approval

(6) Attached earnings distribution statement is as follows:

Huang Hsiang Construction Corporation

2023 Earnings Distribution Statement

Unit: NTD

Beginning undistributed earnings	4,654,797,427
Plus (Deduct):	
Net profit after tax	761,769,734
Other comprehensive income	143,764
Legal reserve	(76,191,350)
Distributable earnings	5,340,519,575
Distributed item:	
Cash dividend to shareholders	(753,790,058)
Ending undistributed earnings	4,586,729,517

Chairman : Liao, Nien-Chi　　General Manager : Laio, Yu-Hsiang　　Accounting Supervisor : Wang, Chi-Hua

Resolution：

3. **Election Matters**

ONE Proposed by board of directors

Proposal： Election of directors

Explanation: (1) The directors of the Company will conclude their term on July 26, 2024. To align with shareholder meetings and corporate governance, an early overhaul election of directors will be conducted.

(2) As per the Company's Articles of Incorporation, it requires the election of 11 directors (including 4 independent directors) this term through a candidate nomination system. Shareholders will vote on the nominated candidates.

(3) Newly elected directors will assume office immediately following the conclusion of the shareholder meeting. The term of this board of directors is three years, from June 7, 2024, to June 6, Year 2027, and re-election is permissible.

(4) The board of directors of the Company has reviewed and approved the list of director candidates along with their relevant details as follows:

Nomination Category	Name	Education	Experience	Current Position	Name of representing government or juristic person	Shareholding number
Director	Liao, Nien-Chi	Elementary School Graduation	Principal, Cheng Chang Ceramics Industry Principa, Wang Xing Advertisement	Chairman, Huang Hsiang Construction Corporation Chairman, Huang Chi Investment Chairman, Fu Shi Corporation Chairman, Polis International Development Director, Huang Ming Construction Director, Fu Zhen Investment	Huang Ming Construction	134,609,348
Director	Liao Lin, Shu-Hua	Elementary School Graduation	General Manager, Huang Hsiang Construction Corporation	Director, Huang Hsiang Construction Corporation Chairperson, Huang Ming Construction Chairperson, Huang Jun Investment Chairperson, Fu Zhen Investment Chairperson, Fu Hsiang Assets Director, Huang Chi Investment Director, Fu Shi Corporation Director, Bei Chang Construction Director, Ching Long Development	Huang Ming Construction	134,609,348

Nomination Category	Name	Education	Experience	Current Position	Name of representing government or juristic person	Shareholding number
Director	Chang, Ping-Huang	University Graduation	Professor of Chinese Literature, Department of Chinese Literature, Tamkang University Director of the Wen Zixi Art Center, Tamkang University Director of the Calligraphy Research Center, Tamkang University	Director, Huang Hsiang Construction	None	85,446
Director	Chen, Chia-Ken	Vocational High School Graduation	Construction Manager, Huang Hsiang Construction	Director, Huang Hsiang Construction Chairman, Bei Chang Construction	None	438,319
Director	Liao, Yu-Hsiang	University Graduation	Special Assistant, Bei Chang Construction	Director, Huang Hsiang Construction General Manager, Huang Hsiang Construction	None	6,201,305
Director	Tsai, Che-Hsiung	University Graduation	General Manager, First Financial Holding Chairman, Land Bank of Taiwan Chairman, Bank of Taiwan Supervisor, Huang Hsiang Constriction	Director, Huang Xiang Construction Representative Director, Kuo Yang Construction	None	0
Director	Cheng, Hui-Chiu	Graduate School Graduation (Master's Degree)	Partner Accountant, KPMG Taiwan Supervisor, Huang Hsiang Constriction	Director, Huang Hsiang Construction Accountant, Cheng Hui-Chiu CPA Firm	None	1,235,357
Independent director	Chen, Shun-Tien	University Graduation	Assistant Manager, Oversea-Chinese Banking Corporation Manager, Bank of Kaohsiung Deputy General Manager, Public Bank Deputy General Manager, Land Bank of Taiwan Director and General Manager, Hua Lien Development Co., Ltd.	Independent Director, Hi-Lai Foods Co., Ltd. Independent Director, DingZing Co., Ltd. Independent Director, Golden Long Teng Development Independent Director, Huang Hsiang Construction	None	0
Independent director	Hung, Su-Chiao	University Graduation	Senior Legal Counsel, Lee and Li, Attorneys-at-Law Director, Huang Hsiang Construction	Independent Director, Huang Hsiang Construction	None	0
Independent director	Lin, Fang-Chi	Graduate School Graduation (Master's Degree)	Branch manager, Land Bank of Taiwan Head Office Manager, Land Bank of Taiwan General manager of Insurance Brokers of Land Bank of Taiwan Vice general manager of	Independent director of Taiwan Life Insurance Co., Ltd. Independent Director, Huang Hsiang Construction	None	0

Nomination Category	Name	Education	Experience	Current Position	Name of representing government or juristic person	Shareholding number
			Bank of Panhsin			
Independent director	Tseng, Hsueh-Chih	College Graduation	Section Chief/Deputy Manager/Branch Manager/General Manager/Secretary to the Board of Directors/Deputy General Manager, Land Bank of Taiwan Supervisor, China Real Estate Management Director, Taiwan Urban Regeneration & Financial Service Co., Ltd.		None	0

(5) For your election.

Results of election：

4. Matters for Discussion

ONE Proposed by board of directors

Proposal: Proposal to lift restrictions of non-compete agreement for newly elected directors. Submitted for resolution

Explanation: (1) According to Article 209 of the Company Act, a director who does anything for himself or on behalf of another person that is within the scope of the company's business, shall explain to the meeting of shareholders the essential contents of such an act and secure its approval.

(2) Lifting restrictions of non-compete prohibition of newly elected directors (including independent directors) and their representatives for the need of corporate operation, and before the shareholders' meeting discussed the proposal, compete scope and content shall be explained on the site.

Resolution:

5. Extemporary Motions

6. Adjournment

Appendix

Appendix 1

Huang Hsiang Construction Corporation
Articles of Incorporation

Chapter 1 General Provisions

Article 1: The Company shall be incorporated, under the Company Act, and its name shall be 皇翔建設股份有限公司 in the Chinese language, and HUANG HSIANG CONSTRUCTION CORPORATION in the English language.

Article 2: The scope of business of the Company shall be as follows:

1. F111090 Wholesale of Building Materials
2. F211010 Retail Sale of Building Materials
3. F401010 International Trade
4. H701010 Housing and Building Development and Rental
5. H701020 Industrial Factory Development and Rental
6. H701040 Specific Area Development
7. H701050 Investment, Development and Construction in Public Construction
8. H701060 New Towns, New Community Development
9. H701070 Process Zone Expropriation and Urban Land Readjustment Agency
10. H701080 Urban Renewal Reconstruction
11. H703090 Real Estate Business
12. H703100 Real Estate Leasing
13. ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.

Article 3: The total amount of the Company’s reinvestment may exceed 40% of the Company’s paid-in capital unrestricted by the restrictions of Article 13 of the Company Act.

Article 4: To adapt the business need, the Company may make guarantees for other parties.

Article 5: The Company was established in New Taipei City, may set up a branch office or an representative's office at an appropriate location in the territory of the Republic of China and other countries, and its set up or nullification shall be disposed by the resolution made at a meeting of board of the directors.

Article 6: (Deleted)

Chapter 2 Shares

Article 7: The Company’s paid-in capital is NT$ 3.8 billion, divided into 380 million shares, the price per share was NT$ 10, and as the business need, shares were issued by authorized board of directors.

Article 8: The Company’s shares are registered, signed or stamped by three or more directors, and numbered with the Company’s seal, and were issued in accordance with the regulations after the certificate was issued by the competent authority or its approved issuance registration authority. Shares issued by the Company may be exempted from issuing share certificates, or when new shares are issued, the total number of this issuance may be combined to issue, but shall be registered or kept in proper custody at the centralized securities depository authority.

Article 9: When the Company has a necessity of sending shares to Taiwan Depository & Clearing Corporation for centralized custody, large denomination securities shall be combined to reissue required by the Company, in addition, transfer of share ownership, grant, creation and cancellation of a pledge, reporting of loss, damage or other affairs related to shares, shall be conducted in accordance with "Regulations Governing the Administration of Shareholder Services of Public Companies" and other related regulations.

Article 10: Renaming and transfer of share shall be suspended within 60 days prior to the convening date of a regular shareholders' meeting, or within 30 days prior to the convening date of a special shareholders' meeting, or within 5 days prior to the distributed dividends date or the base date of other benefits decided by the Company.

Chapter 3 Shareholders' Meeting

Article 11: Shareholders' meeting shall be of a regular shareholders' meeting and a special shareholders' meeting, the regular shareholders' meeting shall be convened one time each year, within six months after close of each fiscal year, the special shareholders' meeting shall be convened in accordance with the regulation when it's necessary, a notice of convention shall be given to each shareholder no later than 30 days prior to the scheduled date of a regular shareholders' meeting, and no later than 15 days prior to the scheduled date of a special shareholders' meeting.

Article 12: If a shareholders' meeting is convened by the board of directors, the meeting shall be chaired by the chairman, when the chairman is absent from the meeting, the chairman shall appoint one of the directors to act as chair, when there's no designation, the directors shall select from among themselves one person to serve as chair; if a shareholders' meeting is convened by a party with power to convene but other than the board of directors, the convening party shall chair the meeting, when there are two or more such convening parties, they shall mutually select a chair from among themselves.

Article 13: When a shareholder is absent from the shareholders' meeting, may appoint a proxy to attend the meeting by providing the proxy form issued by the Company and stating the scope of the proxy's authorization. The regulations of attending appointed by shareholders, unless Article 177 of the Company Act, shall be conducted in accordance with "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies" issued by the competent authority.

Article 14: Resolutions at a shareholders' meeting shall, unless otherwise provided for in the Company Act or other related regulations, be adopted by a majority vote of the shareholders attending in person or appointing a proxy to attend, who represent more than one-half of the total number of voting shares.

Article 15: Unless otherwise provided for in these Articles, the Company's shareholder shall have one voting power in respect of each share in his/her/its possession.

Article 16: The minutes of shareholders' meeting shall record the time, date and place of the meeting, the name of the chair, the method of adopting resolutions, and shall be affixed with the signature or seal of the chair of the meeting. The minutes of shareholders' meeting shall be kept with the attendance list bearing the signatures of shareholders present at the meeting and the powers of attorney of the proxies , and the minutes of shareholders' meeting shall be distributed to all shareholders of the Company within 20 days after the close of the meeting. The preparation of the minutes of shareholders' meeting as required in the preceding paragraph may be effected by means of electronic transmission. The distribution of the minutes of shareholders' meeting may be effected by means of a public notice.

Chapter 4 Board of Directors and Audit Committee

Article 17: The company shall have seven to eleven directors, a candidates nomination system shall be comprehensively adopted, shareholders shall elect directors from among the candidate list. The term of office of a director shall be three years, and he/she may be eligible for re-election, the total amount of shares of all directors and supervisors holding registered share certificates shall be conducted in accordance with the regulations of the securities management authority. When the number of vacancies of directors is equals to one-third of the total number of directors or the entire number of independent directors discharged, the board of directors shall call, within 60 days, a special shareholders' meeting to elect succeeding directors to fill the vacancies or elect new directors. The term of office of directors shall be restricted to fulfill the unexposed term of office of the predecessor.

For the number of directors mentioned in the preceding paragraph, the number of independent directors shall not be less than three persons, and shall not be less than one-fifth of the director seats, a candidates nomination system shall be adopted, the board of directors shall elect from among the independent director candidate list. Related professional qualifications, shareholding, restrictions on concurrent positions, methods of nomination and election, and other matters for compliance with respect to independent directors shall be prescribed by the Competent Authority.

Elections of independent directors and non-independent directors shall be held at the same time, and separately calculated the number of elected.

The Company shall establish "the audit committee" in accordance with Article 14 of Securities and Exchange Act, and the audit committee shall be composed of the entire number of independent directors.

Related number of persons, the term of office, the functional duties and power, the rules governing the proceedings of meetings and other matters of the audit committee, shall be separately provided for in the organic regulations of audit committee in accordance with the related regulations of Regulations Governing the Exercise of Powers by Audit Committees of Public Companies.

Article 18: The board of directors shall be composed of directors, the board of directors shall elect a chairman of the board of directors from among the directors by a majority vote at a meeting attended by over two-third of the directors, and the chairman shall represent the Company to comprehensively conduct the entire business, in case the chairman of the board of directors is on leave or absent or can not exercise his power and authority for any reason, shall designate one of the directors to act on his behalf. When the chairman of the board of directors has no such designation, the directors shall elect from among themselves as an acting chairman of the board of directors.

Article 19: Unless otherwise provided for in the regulations, resolutions of the board of directors shall be adopted by a majority of the directors at a meeting attended by a majority of the directors, when a director cannot attend the meeting in person, shall appoint a proxy stating therein the scope of power authorized of convention reason, he/she shall, in each time, issue a written proxy and state therein the scope of authority with reference to the subjects to be discussed at the meeting. A director appoints another director to attend a meeting of the board of directors in his/her behalf, but a director may accept the appointment to act as the proxy of one other director only. In case a meeting of the board of directors is proceeded via visual communication network, then the directors taking part in such a visual communication meeting shall be deemed to have attended the meeting in person.

Article 19-1: The convention of the meeting of the board of directors shall be conducted in accordance with Article 204 of the Company Act. The Company's meeting of the board of directors may be convened in writing or by means of fax or electronic transmission.

Article 20: The functional duties and power of the board of directors are as follows:

(1) Audit of business plan
(2) Audit of important rules and contracts
(3) Appointment and dismissal of executive staff
(4) Audit of budgets and final accounts
(5) Drafting of earnings distribution and loss appropriation
(6) Drafting of increase or decrease of capital
(7) Unless the matters approved by the resolution made at a meeting of the board of directors mentioned in the Company Act or regulations, other matters shall be conducted in accordance with the resolution made at a meeting of the board of directors.

Article 21: (Deleted)

Article 22: (Deleted)

Article 23: Expenses of transportation and office were incurred when directors carried out the business operations of the Company, without respect to profit or loss of the Company's business, shall be paid.

The remuneration of independent directors, and shall be determined by the authorized board of directors considering the standard generally adhered to other firms of the same trade.

Chapter 5 Managerial officer

Article 24: The Company shall have a general manager, his/her appointment and dismissal shall be conducted in accordance with Article 29 of the Company Act.

Article 25: Appointment and dismissal of the Company's other employees shall be reported to the board of directors for approval.

Chapter 6 Accounting

Article 26: The fiscal year of the Company is from January 1 to December 31 each year.

Article 27: At the close of each fiscal year of the Company, the board of directors shall prepare the following statements and records and shall forward the same to the audit committee for their auditing not later than 30 days prior to the meeting date of a regular shareholders' meeting, and submit to the regular shareholders' meeting for approval.

(1) The business report
(2) The financial statements
(3) The surplus earning distribution or loss off-setting proposals

Article 28: If the Company has profit at the end of each fiscal year, shall appropriate 1% or more as employees' remuneration and 5% or less as directors' remuneration. However, the Company's accumulated losses shall have been covered.

Employees' remuneration in the preceding paragraph shall be distributed in the form of shares or in cash, directors' remuneration in the preceding paragraph shall be distributed in the form of shares or in cash, the payment object shall include employees of the subsidiaries of the Company corresponding with the conditions made by the board of directors.

The preceding two paragraphs shall be conducted in accordance with the resolution made at a meeting of the board of directors., and reported to the shareholders' meeting..

The Company's dividends policy was made for adapting the existing and future development plans, considering the investment environment, capital needs and domestic and foreign competitive situations, and looking after shareholder's interest and other factors, when the price of distributable shares is less than NT$ 0.3 per share each year, shall not be distributed. In addition, as distributed every time, stock dividends is not higher than 70% of the total amount of dividends, but the cash dividend is not less than NT$ 0.3, however, when the debt ratio is higher than 50%, the entire number shall be distributed with stock dividends.

Chapter 7 Supplementary Provisions

Article 29: The Company's organic regulations and rules shall be separately provided for in the resolution made at a meeting of the board of directors.

Article 30: Unsettled matters in the Articles shall be conducted in accordance with the Company Act and related regulations.

Article 31: These Articles were drawn up on December 2, 1991.
The 1st amendment was made on December 15, 1995.
The 2nd amendment was made on March 26, 1996.
The 3rd amendment was made on October 8, 1996.
The 4th amendment was made on December 18, 1996.
The 5th amendment was made on May 10, 1997.
The 6th amendment was made on August 15, 1997.
The 7th amendment was made on November 19, 1997.
The 8th amendment was made on April 7, 1998.
The 9th amendment was made on March 3, 1999.
The 10th amendment was made on April 19, 2000.
The 11th amendment was made on June 20, 2002.
The 12th amendment was made on May 5, 2004.
The 13th amendment was made on June 10, 2005.
The 14th amendment was made on June 9, 2006.
The 15th amendment was made on June 21, 2007.
The 16th amendment was made on June 13, 2008.
The 17th amendment was made on June 10, 2009.
The 18th amendment was made on May 29, 2012.
The 19th amendment was made on June 6, 2014.
The 20th amendment was made on June 3, 2016.
The 21st amendment was made on June 13, 2017.
The 22nd amendment was made on June 12, 2018.
The 23rd amendment was made on June 9, 2020.

Huang Hsiang Construction Corporation

Chairman: Liao, Nien-Chi

Appendix 2

Huang Hsiang Construction Corporation
Rules of Procedure for Shareholders Meetings

1. The rules of procedures for the Company's shareholders' meetings, except as otherwise provided by law, regulation, or the articles of incorporation, shall be as provided in these Rules.
2. The Company shall specify in its shareholders' meeting notices the time during which shareholder attendance registrations will be accepted, the place to register for attendance, and other matters for attention.
   The time during which 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.
   Shareholders and their proxies (collectively, "shareholders") shall attend shareholders meetings based on attendance cards, sign-in cards, or other certificates of attendance, the Company may not arbitrarily add requirements for other documents beyond those showing eligibility to attend presented by shareholders; solicitors soliciting proxy forms shall also bring identification documents for verification.
   The Company shall furnish the attending shareholders (or proxies) with an attendance book to sign, or attending shareholders (or proxies) may hand in a sign-in card in lieu of signing in.
   The number of shares in attendance shall be calculated according to the shares indicated by the attendance book and sign-in cards handed in plus the number of shares whose voting rights are exercised by correspondence or electronically.
3. Attendance and voting at a shareholders' meeting shall be calculated based the number of shares.
4. Except as otherwise provided for in the Company Act, the shareholders' meeting shall be chaired by the chairman, when the chairman is on leave or for any reason unable to exercise the powers of the chairman, the vice chairman shall act in place of the chairperson; if there is no vice chairman or the vice chairman also is on leave or for any reason unable to exercise the powers of the vice chairman, the chairman shall appoint one of the managing directors to act as chair, or, if there are no managing directors, one of the directors shall be appointed to act as chair. Where the chairman does not make such a designation, the managing directors or the directors shall select from among themselves one person to serve as chair.
   When a managing director or a director serves as chair, as referred to in the preceding paragraph, the managing director or director shall be one who has held that position for six months or more and who understands the financial and business conditions of the Company.
   The same shall be true for a representative of a juristic person director that serves as chair.
   It is advisable that shareholders meetings convened by the board of directors be chaired by the chairman in person and attended by a majority of the directors, at least one independent director in person, and the attendance shall be recorded in the meeting minutes.
   If a shareholders' meeting is convened by a party with power to convene but other than the board of directors, the convening party shall chair the meeting, when there are two or more such convening parties, they shall mutually select a chair from among themselves.
5. The Company may appoint its attorneys, certified public accountants, or related persons retained by it to attend a shareholder meeting in a non-voting capacity. Staff handling administrative affairs of a shareholders meeting shall wear identification cards or arm bands.

6. The Company shall make an uninterrupted audio and video recording of the proceedings of the shareholders' meeting, and the recorded materials shall be retained for at least one year.
7. When the attending shareholders (or proxies) represent a majority of the total number of issued shares from the board of directors, the chair shall call the meeting to order, if the quorum is not met after the meeting time, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than one hour, may be made. If the quorum is not met after two postponements, but the attending shareholders (or proxies) represent one-third or more of the total number of issued shares, a tentative resolution may be adopted.
8. The meeting agenda of the shareholders' meeting shall be set by the board of directors, the meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders' meeting. The chair may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda of the preceding paragraphs (including extraordinary motions), except by a resolution of the shareholders' meeting, if the chair declares the meeting adjourned in violation of the rules of procedure, the attending shareholders shall elect a new chair by agreement of a majority of the votes represented by the attending shareholders, and then continue the meeting. After the meeting was declared to adjourn approved by the resolution, shareholders shall not elect another chair or resume the meeting at the original address or another venue.
9. An amendment or an alternative to a proposal proposed by shareholders (or proxies) or other proposals made by the submission of extraordinary motions, unless the proposals arranged in the meeting agenda, shall be seconded by other shareholders (or proxies), the change of the meeting agenda and the motion of the adjournment thereto shall be effected in the same manner.
10. Before speaking, an attending shareholder (or a proxy) must specify on a speaker's slip the subject of the speech, his/her shareholder account number (or attendance card number), and account name. The order in which shareholders speak will be set by the chair. A shareholder (or a proxy) in attendance who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken. When the content of the speech does not correspond to the subject given on the speaker's slip, the approved spoken content shall prevail. When an attending shareholder is speaking, other shareholders may not speak or interrupt unless they have sought and obtained the consent of the chair and the shareholder that has the floor, the chair shall stop any violation.
11. For the inquiring about the report matters made in the meeting agenda, the entire of report matters shall be read out or finished reporting by the chair or the designated person, and then a shareholder shall speak. Except with the consent of the chair, a shareholder (or a proxy) 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 preceding rules or exceeds the scope of the agenda item, the chair may terminate the speech.
12. When a juristic person is appointed to attend as proxy, it may designate only one person to represent it in the meeting. When a juristic person shareholder appoints two or more representatives to attend a shareholders meeting, only one of the representatives so appointed may speak.
13. After an attending shareholder has spoken, the chair may respond in person or direct relevant personnel to respond.
14. When the chair is of the opinion that a proposal has been discussed sufficiently to put it to a vote, by agreement of the attending shareholders, the chair may announce the discussion closed, and call for a vote.
15. Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair and agreed by the attending shareholders. The results of the vote shall be announced on-site at the meeting, and a record made of the vote.

16. When a meeting is in progress, the chair may announce a break based on time considerations.
17. Except as otherwise provided for in the Company Act or other regulations and in the Company's articles of incorporation, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders (or proxies). At the time of a vote, conducted the methods of a vote or a consultation approved by the chair, one of the following circumstances was consulted by the chair, shall be deemed to have been passed, and its effectiveness is the same as a vote. (1) Shareholders who has no objection. (2) When shareholders have an objection, but the number of voting rights shall be deemed to have been agreed in accordance with the preceding item, and reached the passed number of voting rights provided for in the regulations or bylaw. A shareholder shall be entitled to one vote for each share held, except as otherwise provided for in the regulations. A shareholder may appoint a proxy to attend the shareholders' meeting, with the exception of a trust enterprise or a shareholder services agent approved by the competent securities authority, when one person is concurrently appointed as proxy by two or more shareholders, the voting rights represented by that proxy may not exceed three percent of the voting rights represented by the total number of issued shares. If that percentage is exceeded, the voting rights in excess of that percentage shall not be included in the calculation.
18. When there is an amendment or an alternative to a proposal, the chair shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. When any one among them is passed, the other proposals will then be deemed rejected, and no further voting shall be required.
19. The chair may direct the proctors (or security) personnel to help maintain order at the meeting place. When proctors (or security) personnel help maintain order at the meeting place, they shall wear an identification card or armband bearing the word "Proctor."
20. The regulations of these Rules, shall be conducted in accordance with the Company Act and other related law and regulation.
21. These Rules shall take effect after having been submitted to and approved by a shareholders meeting. Subsequent amendments thereto shall be effected in the same manner.

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Independent Auditors' Report

To the Board of Directors of Huang Hsiang Construction Corporation:

Opinion

We have audited the financial statements of Huang Hsiang Construction Corporation("the Company"), which comprise the balance sheet as of December 31, 2023 and 2022, the statement of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the financial statements, including a summary of material accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2023 and 2022, and its financial performance and its cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the year ended December 31, 2023. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In our judgment, key audit matters for the Company's financial statements for the year ended December 31, 2023 are stated as follows:

1. Revenue recognition

   Refer to Note 4(o) for the accounting policies on revenue recognition and Note 6(q) for details of related disclosure.

   Description of key audit matter:

   The Company engaged primarily in the sales and development of real estate. Real estate sales are easily subject to changes in overall economic conditions, tax reforms, market demands of properties and lands, and other factors. In response to the aforementioned changes, the governing authority has established relevant controls over revenue recognition and installment payments. The revenue from real estate sales amounted to $3,711,004 thousand, accounted for 95% of the Company's total revenue, which is considered material to the fair presentation of financial statements. Consequently, the Company's revenue recognition has been identified as one of the key audit matters.

Our audit procedures performed in respect of the matter:

We have performed certain audit procedures including understanding the design and effectiveness of the Company's internal controls over the recognition of revenue and the collection of receivables, performing sample testing to inspect the real estate sales contracts, receivables details, bank transactions, transfers of ownership, delivery checklists, and performing sample testing on prepayments in order to assess the completeness of the recognition of bank deposits and procedures of prepaid installments. We also performed sample testing on sales transactions taking place before and after the balance sheet date as well as confirmed relevant transaction records and documentations to ensure that revenue was fairly presented in the appropriate period.

2. Inventory valuation

Refer to Note 4(g) for the accounting policies on inventory valuation, Note 5(a) for the uncertainty of accounting estimations and assumptions for inventory valuation, and Note 6(c) for details of inventory valuation.

Description of key audit matter:

As of December 31, 2023, the Company's inventory amounted to $30,620,019 thousand and accounted for 63% of total assets. The valuation of inventory is at the lower of cost or market price, and the market price of real estate fluctuates in response to market demand. Thus, it's highly relied on the judgement of management. Consequently, inventory valuation has been identified as one of the key audit matters.

Our audit procedures performed in respect of the matter:

We have performed certain audit procedures including understanding the Company's internal procedures and accounting processes over inventory valuation, obtaining the inventory valuation performed by the management as of the end of the reporting period, inspecting and performing sample testing on the comparable market data such as registered sales prices of real estate published by Ministry of the Interior, sales prices of the transactions in the neighborhood, and contract prices of recent sales of the Company's or confirming the calculation of the investment return analysis of each development, to evaluate if the net realizable value of inventory is fairly presented.

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

Management is responsible for the preparation and fair presentation of the financial statements in accordance with Regulations Governing the Preparation of Financial Reports by Securities Issuers, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance (including the Audit Committee) are responsible for overseeing the Company's financial reporting process.

Auditors' Responsibilities for the Audit of the Financial Statements

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

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

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

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

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

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

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

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

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

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

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

The engagement partners on the audit resulting in this independent auditors' report are Tseng, Kuo-Yang and Chen, Chung-Che.

KPMG

Taipei, Taiwan (Republic of China)
March 14, 2024

Notes to Readers

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

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

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

HUANG HSIANG CONSTRUCTION CORPORATION

Balance Sheets

December 31, 2023 and 2022

(Expressed in Thousands of New Taiwan Dollars)

	Assets	December 31, 2023 Amount	%	December 31, 2022 Amount	%
	Current assets:				
1100	Cash and cash equivalents (Note 6(a))	$ 1,482,258	3	1,635,506	4
1110	Current financial assets at fair value through profit or loss (Note 6(b))	90,716	-	90,427	-
1150	Notes receivable, net	657	-	30,738	-
1170	Accounts receivable, net	78,083	-	52,892	-
1180	Accounts receivable due from related parties, net (Note 7)	59,649	-	-	-
1200	Other receivables, net	15,010	-	15,107	-
1220	Current tax assets	-	-	10,831	-
1320	Inventories (for construction business), net (Notes 6(c), 7 and 8)	30,620,019	63	29,721,680	63
1410	Prepayments (Note 6(g))	459,824	1	383,192	1
1476	Other current financial assets (Notes 6(g) and 8)	694,423	1	463,239	1
1479	Other current assets	38,285	-	35,458	-
1480	Incremental costs of obtaining a contract (Note 6(g))	349,458	1	159,883	-
		33,888,382	69	32,598,953	69
	Non-current assets:				
1551	Investments accounted for using equity method (Note 6(d))	2,359,894	5	2,576,759	6
1600	Property, plant and equipment (Notes 6(e) and 8)	159,669	-	2,895,163	6
1760	Investment property, net (Notes 6(f) and 8)	12,607,511	26	9,142,314	19
1780	Intangible assets	747	-	418	-
1840	Deferred tax assets (Note 6(n))	12,964	-	12,964	-
1980	Other non-current financial assets (Notes 6(g) and 7)	4,208	-	6,468	-
		15,144,993	31	14,634,086	31
	Total assets	$ 49,033,375	100	47,233,039	100

	Liabilities and Equity	December 31, 2023 Amount	%	December 31, 2022 Amount	%
	Current liabilities:				
2100	Short-term borrowings (Note 6(h))	$ 19,071,055	39	20,170,971	43
2110	Short-term notes and bills payable (Note 6(i))	2,487,200	5	390,000	1
2130	Current contract liabilities (Notes 6(q) and 9)	664,226	1	375,747	1
2150	Notes payable	46,307	-	29,128	-
2170	Accounts payable	171,514	1	18,649	-
2180	Accounts payable due to related parties (Note 7)	330,782	1	1,147,751	2
2200	Other payables	106,016	-	198,444	-
2230	Current tax liabilities	65,902	-	-	-
2250	Current provisions (Note 6(m))	837	-	837	-
2280	Current lease liabilities (Note 6(k))	2,035	-	1,998	-
2322	Long-term borrowings, current portion (Note 6(j))	3,487,200	7	1,363,815	3
2399	Other current liabilities	62,195	-	38,278	-
		26,495,269	54	23,735,618	50
	Non-Current liabilities:				
2540	Long-term borrowings (Note 6(j))	10,709,600	22	10,924,619	23
2570	Deferred tax liabilities (Note 6(n))	403	-	322	-
2580	Non-current lease liabilities (Note 6(k))	267,651	1	269,686	1
2640	Net defined benefit liability, non-current (Note 6(m))	3,013	-	3,426	-
2645	Guarantee deposits	75,206	-	71,468	-
		11,055,873	23	11,269,521	24
	Total liabilities	37,551,142	77	35,005,139	74
	Equity (Note 6(o)):				
3110	Ordinary share	3,277,348	7	3,277,348	7
3200	Capital surplus	17,130	-	17,130	-
3300	Retained earnings	8,187,755	16	8,933,422	19
	Total equity	11,482,233	23	12,227,900	26
	Total liabilities and equity	$ 49,033,375	100	47,233,039	100

See accompanying notes to parent company only financial statements.

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

HUANG HSIANG CONSTRUCTION CORPORATION

Statements of Comprehensive Income

For the years ended December 31, 2023 and 2022

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

		2023		2022	
		Amount	%	Amount	%
4000	**Operating revenues (Notes 6(q) and 7)**	$ 3,911,404	100	6,456,120	100
5000	**Operating costs (Notes 6(c) and 7)**	2,009,321	51	3,465,655	54
	Gross profit from operations	1,902,083	49	2,990,465	46
	Operating expenses (Note 7):				
6100	Selling expenses (Note 6(g))	115,698	3	363,548	6
6200	Administrative expenses (Notes 6(l), (m) and (r))	384,870	10	483,673	7
		500,568	13	847,221	13
	Net operating income	1,401,515	36	2,143,244	33
	Non-operating income and expenses (Note 6(s)):				
7100	Interest income	4,921	-	1,314	-
7010	Other income	19,370	-	14,800	-
7020	Other gains and losses, net	257,415	7	415,841	6
7050	Finance costs, net	(536,453)	(14)	(448,210)	(7)
7070	Share of profit (loss) of subsidiaries, associates and joint ventures accounted for using equity method, net	(237,032)	(6)	(162,495)	(2)
		(491,779)	(13)	(178,750)	(3)
	Profit before tax	909,736	23	1,964,494	30
7950	Less: Income tax expenses (Note 6(n))	147,966	4	68,666	1
	Profit	761,770	19	1,895,828	29
8300	**Other comprehensive income:**				
8310	**Items that will not be reclassified subsequently to profit or loss**				
8311	Losses on remeasurements of defined benefit plans	101	-	406	-
8330	Share of other comprehensive income of subsidiaries, associates and joint ventures accounted for using equity method, components of other comprehensive income that will not be reclassified to profit or loss	42	-	716	-
8300	**Other comprehensive income (after tax)**	143	-	1,122	-
8500	**Total comprehensive income**	$ **761,913**	**19**	**1,896,950**	**29**
	Earnings per share (Note 6(p))				
9750	Basic earnings per share (Dollars)	$	**2.32**		**5.78**
9850	Diluted earnings per share (Dollars)	$	**2.32**		**5.77**

See accompanying notes to parent company only financial statements.

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

HUANG HSIANG CONSTRUCTION CORPORATION

Statements of Changes in Equity

For the years ended December 31, 2023 and 2022

(Expressed in Thousands of New Taiwan Dollars)

	Share capital		Retained earnings			
	Ordinary shares	Capital surplus	Legal reserve	Unappropriated retained earnings	Total retained earnings	Total equity
Balance at January 1, 2022	$ 3,277,348	17,130	2,336,777	6,764,424	9,101,201	12,395,679
Profit	-	-	-	1,895,828	1,895,828	1,895,828
Other comprehensive income	-	-	-	1,122	1,122	1,122
Total comprehensive income for the year ended December 31, 2022	-	-	-	1,896,950	1,896,950	1,896,950
Appropriation and distribution of retained earnings:						
Legal reserve appropriated	-	-	244,572	(244,572)	-	-
Cash dividends on ordinary shares	-	-	-	(2,064,729)	(2,064,729)	(2,064,729)
Balance on December 31, 2022	3,277,348	17,130	2,581,349	6,352,073	8,933,422	12,227,900
Profit	-	-	-	761,770	761,770	761,770
Other comprehensive income	-	-	-	143	143	143
Total comprehensive income for the year ended December 31, 2023	-	-	-	761,913	761,913	761,913
Appropriation and distribution of retained earnings:						
Legal reserve appropriated	-	-	189,695	(189,695)	-	-
Cash dividends on ordinary shares	-	-	-	(1,507,580)	(1,507,580)	(1,507,580)
Balance on December 31, 2023	**$ 3,277,348**	**17,130**	**2,771,044**	**5,416,711**	**8,187,755**	**11,482,233**

See accompanying notes to parent company only financial statements.

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

HUANG HSIANG CONSTRUCTION CORPORATION

Statements of Cash Flows

For the years ended December 31, 2023 and 2022

(Expressed in Thousands of New Taiwan Dollars)

		2023	2022
Cash flows from operating activities:			
Profit before tax	$	909,736	1,964,494
Adjustments:			
Adjustments to reconcile profit:			
Depreciation expense		35,257	36,720
Amortization expense		383	773
Net losses on financial assets or liabilities at fair value through profit or loss		174	34,005
Interest expense		536,453	448,210
Interest income		(4,921)	(1,314)
Dividend income		(19,370)	(14,800)
Share of losses of subsidiaries, associates and joint ventures accounted for using equity method		237,032	162,495
Losses on disposal of property, plan and equipment		59	-
Gain on disposal of investment properties		(238,683)	(410,642)
Other		-	(1,396)
Total adjustments to reconcile profit		546,384	254,051
Changes in operating assets and liabilities:			
Changes in operating assets:			
(Increase) decrease in financial assets at fair value through profit or loss mandatorily measured at fair value		(463)	164,551
Decrease in notes receivable		30,081	21,260
(Increase) decrease in account receivable		(25,191)	15,141
Decrease in accounts receivable due from related parties		(59,649)	-
Decrease in other receivable		97	81
Increase in inventories		(767,362)	(3,418,278)
(Increase) decrease in prepayments		(76,632)	38,594
(Increase) decrease in other current assets		(2,827)	2,970
Increase in other financial assets		(231,184)	(57,484)
Increase in incremental costs of obtaining a contract		(189,575)	(114,501)
Total changes in operating assets		(1,322,705)	(3,347,666)
Changes in operating liabilities:			
Increase in contract liabilities		288,479	52,844
(Decrease) increase in notes payable		17,179	(29,836)
Decrease in notes payable to related parties		-	(66,100)
Increase (decrease) in accounts payable		152,865	(10,435)
(Decrease) increase in accounts payable due to related parties		(816,969)	311,810
(Decrease) increase in other payables		(95,085)	35,325
Increase (decrease) in other current liabilities		23,917	(11,556)
Decrease in net defined benefit liability		(312)	(343)
Total changes in operating liabilities		(429,926)	281,709
Total changes in operating assets and liabilities		(1,752,631)	(3,065,957)
Total adjustments		(1,206,247)	(2,811,906)
Cash flows used in operations		(296,511)	(847,412)
Interest received		4,921	1,314
Dividends received		29,245	26,844
Interest paid		(683,133)	(505,388)
Income taxes paid		(71,152)	(131,114)
Net cash flows used in operating activities		(1,016,630)	(1,455,756)

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

HUANG HSIANG CONSTRUCTION CORPORATION

Statements of Cash Flows (CONT'D)

For the years ended December 31, 2023 and 2022

(Expressed in Thousands of New Taiwan Dollars)

	2023	2022
Cash flows from investing activities:		
Acquisition of investments accounted for using equity method	(30,000)	(1,000)
Acquisition of property, plant and equipment	(3,899)	(5,329)
Acquisition of intangible assets	(712)	(156)
Acquisition of investment properties	(699,675)	(143,402)
Proceeds from disposal of investment properties	373,933	672,438
Interest paid for capitalization	(178,335)	(138,633)
Increase in other financial assets	-	(38)
Decrease in other financial assets	2,260	-
Net cash flows (used in) generated from investing activities	(536,428)	383,880
Cash flows from financing activities:		
Increase in short-term borrowings	5,963,825	6,807,128
Decrease in short-term borrowings	(6,063,741)	(4,442,140)
Increase in short-term notes and bills payable	2,127,200	120,000
Decrease in short-term notes and bills payable	(30,000)	(658,000)
Proceeds from long-term borrowings	1,645,000	2,000,000
Repayments of long-term borrowings	(736,634)	(416,302)
Increase in guarantee deposits	3,738	-
Decrease in guarantee deposits received	-	(3,696)
Payment of lease liabilities	(1,998)	(565)
Cash dividends paid	(1,507,580)	(2,064,729)
Net cash flows generated from financing activities	1,399,810	1,341,696
Net (decrease) increase in cash and cash equivalents	(153,248)	269,820
Cash and cash equivalents at the beginning of period	1,635,506	1,365,686
Cash and cash equivalents at the end of period	$ **1,482,258**	**1,635,506**

See accompanying notes to parent company only financial statements.

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Independent Auditors' Report

To the Board of Directors of Huang Hsiang Construction Corporation:

Opinion

We have audited the consolidated financial statements of Huang Hsiang Construction Corporation and its subsidiaries ("the Group"), which comprise the consolidated balance sheet as of December 31, 2023 and 2022, the consolidated statement of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of material accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as of December 31, 2023 and 2022, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and with the International Financial Reporting Standards ("IFRSs"), International Accounting Standards ("IASs"), Interpretations developed by the International Financial Reporting Interpretations Committee ("IFRIC") or the former Standing Interpretations Committee ("SIC") endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended December 31, 2023. 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. In our judgment, key audit matters for the Group's consolidated financial statements for the year ended December 31, 2023 are stated as follows:

1. Revenue recognition

   Refer to Note 4(o) for the accounting policies on revenue recognition and Note 6(q) for details of related disclosure.

Description of key audit matter:

The Group engaged primarily in the sales and development of real estate. Real estate sales are easily subject to changes in overall economic conditions, tax reforms, market demands of properties and lands, and other factors. In response to the aforementioned changes, the governing authority has established relevant controls over revenue recognition and installment payments. The revenue from real estate sales amounted to $3,711,004 thousand, accounted for 78% of the Group's total revenue, which is considered material to the fair presentation of consolidated financial statements. Consequently, the Group's revenue recognition has been identified as one of the key audit matters.

Our audit procedures performed in respect of the matter:

We have performed certain audit procedures including understanding the design and effectiveness of the Group's internal controls over the recognition of revenue and the collection of receivables, performing sample testing to inspect the real estate sales contracts, receivables details, bank transactions, transfers of ownership, delivery checklists, and performing sample testing on prepayments in order to assess the completeness of the recognition of bank deposits and procedures of prepaid installments. We also performed sample testing on sales transactions taking place before and after the balance sheet date, as well as confirmed relevant transaction records and documentations to ensure that revenue was fairly presented in the appropriate period.

2. Inventory valuation

Refer to Note 4(h) for the accounting policies on inventory valuation, Note 5(a) for the uncertainty of accounting estimations and assumptions for inventory valuation, and Note 6(c) for details of inventory valuation.

Description of key audit matter:

As of December 31, 2023, the Group's inventory amounted to $32,205,186 thousand and accounted for 60% of total assets. The valuation of inventory is at the lower of cost or market price, and the market price of real estate fluctuates in response to market demand. Thus, it's highly relied on the judgement of management. Consequently, inventory valuation has been identified as one of the key audit matters.

Our audit procedures performed in respect of the matter:

We have performed certain audit procedures including understanding the Group's internal procedures and accounting processes over inventory valuation, obtaining the inventory valuation performed by the management as of the end of the reporting period, inspecting and performing sample testing on the comparable market data such as registered sales prices of real estate published by Ministry of the Interior, sales prices of the transactions in the neighborhood, and contract prices of recent sales of the Group's or confirming the calculation of the investment return analysis of each development, to evaluate if the net realizable value of inventory is fairly presented.

Other Matter

Huang Hsiang Construction Corporation has complied its parent-company-only financial statements as of and for the years ended December 31, 2023 and 2022, 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.

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

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

As part of an audit in accordance with Standards on Auditing of 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 auditors' 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 and 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 remain solely responsible for our audit opinion.

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

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

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

The engagement partners on the audit resulting in this independent auditors' report are Tseng, Kuo-Yang and Chen, Chung-Che.

KPMG

Taipei, Taiwan (Republic of China)
March 14, 2024

Notes to Readers

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

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

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

HUANG HSIANG CONSTRUCTION CORPORATION AND SUBSIDIARIES

Consolidated Balance Sheets

December 31, 2023 and 2022

(Expressed in Thousands of New Taiwan Dollars)

	Assets	December 31, 2023 Amount	%	December 31, 2022 Amount	%
	Current assets:				
1100	Cash and cash equivalents (Note 6(a))	$ 1,653,765	3	1,749,661	3
1110	Current financial assets at fair value through profit or loss (Note 6(b))	118,938	-	90,427	-
1140	Current contract assets (Notes 6(q) and 7)	56,935	-	139,261	1
1150	Notes receivable, net	657	-	30,738	-
1170	Accounts receivable, net	130,587	-	60,580	-
1180	Accounts receivable due from related parties, net (Note 7)	151,725	-	92,318	-
1200	Other receivables, net	15,010	-	15,088	-
1220	Current tax assets	288	-	10,891	-
130X	Inventories (Notes 6(c), 7 and 8)	32,205,186	60	30,625,511	60
1410	Prepayments (Note 6(g))	593,063	1	520,931	1
1476	Other current financial assets (Notes 6(g) and 8)	759,466	2	539,668	1
1479	Other current assets, others	59,216	-	51,350	-
1480	Current assets recognised as incremental costs to obtain contract with customers (Note 6(g))	349,458	1	159,883	1
		36,094,294	67	34,086,307	67
	Non-current assets:				
1600	Property, plant and equipment (Notes 6(d) and 8)	1,898,845	4	4,688,592	9
1755	Right-of-use assets (Notes 6(e) and 8)	2,139,425	4	2,195,115	4
1760	Investment property, net (Notes 6(f) and 8)	13,595,359	25	9,728,546	19
1780	Intangible assets	920	-	941	-
1840	Deferred tax assets (Note 6(n))	12,964	-	12,964	-
1975	Net defined benefit asset, non-current (Note 6(m))	1,374	-	1,079	-
1980	Other non-current financial assets (Notes 6(g), 7 and 8)	87,745	-	89,965	1
		17,736,632	33	16,717,202	33
	Total assets	$ 53,830,926	100	50,803,509	100

	Liabilities and Equity	December 31, 2023 Amount	%	December 31, 2022 Amount	%
	Current liabilities:				
2100	Short-term borrowings (Note 6(h))	$ 19,541,055	36	20,660,971	41
2110	Short-term notes and bills payable (Note 6(i))	3,087,200	6	690,000	1
2130	Current contract liabilities (Notes 6(q) and 9(a))	743,634	1	406,469	1
2150	Notes payable	129,136	-	243,769	-
2170	Accounts payable	1,137,688	2	765,450	2
2200	Other payables	163,698	1	258,042	-
2230	Current tax liabilities	72,022	-	2,330	-
2250	Current provisions (Note 6(m))	837	-	837	-
2280	Current lease liabilities (Notes 6(c) and (k))	10,844	-	10,593	-
2322	Long-term borrowings, current portion (Note 6(j))	3,487,200	7	1,381,243	3
2399	Other current liabilities, others	63,722	-	39,518	-
		28,437,036	53	24,459,222	48
	Non-Current liabilities:				
2540	Long-term borrowings (Note 6(j))	13,010,055	24	13,207,646	26
2550	Non-current provisions	7,484	-	7,484	-
2570	Deferred tax liabilities (Note 6(n))	403	-	322	-
2580	Non-current lease liabilities (Notes 6(c) and (k))	814,896	2	825,741	2
2640	Net defined benefit liability, non-current (Note 6(m))	3,013	-	3,426	-
2645	Guarantee deposits received	75,806	-	71,768	-
		13,911,657	26	14,116,387	28
	Total liabilities	42,348,693	79	38,575,609	76
	Equity Attributable to Owners of Parent Company (Note 6(o)):				
3110	Ordinary share	3,277,348	6	3,277,348	6
3200	Capital surplus	17,130	-	17,130	-
3300	Retained earnings	8,187,755	15	8,933,422	18
	Total equity	11,482,233	21	12,227,900	24
	Total liabilities and equity	$ 53,830,926	100	50,803,509	100

See accompanying notes to consolidated financial statements.

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

HUANG HSIANG CONSTRUCTION CORPORATION AND SUBSIDIARIES

Consolidated Statements of Comprehensive Income

For the years ended December 31, 2023 and 2022

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

		2023		2022	
		Amount	%	Amount	%
4000	**Operating revenue (Notes 6(q) and 7)**	$ 4,746,091	100	7,069,390	100
5000	**Operating costs (Notes 6(m) and 7)**	2,797,400	59	4,044,894	57
	Gross profit from operations	1,948,691	41	3,024,496	43
	Operating expenses (Notes 6(m), (r) and 7)				
6100	Selling expenses	135,854	3	381,340	5
6200	Administrative expenses	559,540	12	631,220	10
		695,394	15	1,012,560	15
	Net operating income	1,253,297	26	2,011,936	28
	Non-operating income and expenses (Note 6(s)):				
7100	Interest income	6,330	-	1,758	-
7010	Other income	19,370	-	14,800	-
7020	Other gains and losses, net	275,478	6	465,994	7
7050	Finance costs, net	(636,660)	(13)	(527,130)	(7)
		(335,482)	(7)	(44,578)	-
7900	**Profit before tax**	917,815	19	1,967,358	28
7950	**Less: Income tax expenses (Note 6(n))**	156,045	3	71,530	1
	Profit	761,770	16	1,895,828	27
8300	**Other comprehensive income:**				
8310	**Items that will not be reclassified subsequently to profit or loss**				
8311	Gains on remeasurements of defined benefit plans	143	-	1,122	-
	Items that will not be reclassified to profit or loss	143	-	1,122	-
8300	**Other comprehensive income (after tax)**	143	-	1,122	-
8500	**Total comprehensive income**	**$ 761,913**	**16**	**1,896,950**	**27**
	Profit attributable to:				
8610	Owners of parent	**$ 761,770**	**16**	**1,895,828**	**27**
	Comprehensive income attributable to:				
8710	Owners of parent	**$ 761,913**	**16**	**1,896,950**	**27**
	Earnings per share (Dollars) (Note 6(p))				
9750	**Basic earnings per share (Dollars)**	$	**2.32**		**5.78**
9850	**Diluted earnings per share (Dollars)**	$	**2.32**		**5.77**

See accompanying notes to consolidated financial statements.

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

HUANG HSIANG CONSTRUCTION CORPORATION AND SUBSIDIARIES

Consolidated Statements of Changes in Equity

For the years ended December 31, 2023 and 2022

(Expressed in Thousands of New Taiwan Dollars)

	Equity attributable to owners of parent						
	Share capital		Retained earnings				
	Ordinary shares	Capital surplus	Legal reserve	Unappropriated retained earnings	Total retained earnings	Total equity attributable to owners of parent	Total equity
Balance on January 1, 2022	$ 3,277,348	17,130	2,336,777	6,764,424	9,101,201	12,395,679	12,395,679
Profit	-	-	-	1,895,828	1,895,828	1,895,828	1,895,828
Other comprehensive income	-	-	-	1,122	1,122	1,122	1,122
Total comprehensive income for the year ended December 31, 2022	-	-	-	1,896,950	1,896,950	1,896,950	1,896,950
Appropriation and distribution of retained earnings:							
Legal reserve appropriated	-	-	244,572	(244,572)	-	-	-
Cash dividends on ordinary shares	-	-	-	(2,064,729)	(2,064,729)	(2,064,729)	(2,064,729)
Balance on December 31, 2022	3,277,348	17,130	2,581,349	6,352,073	8,933,422	12,227,900	12,227,900
Profit	-	-	-	761,770	761,770	761,770	761,770
Other comprehensive income	-	-	-	143	143	143	143
Total comprehensive income for the year ended December 31, 2023	-	-	-	761,913	761,913	761,913	761,913
Appropriation and distribution of retained earnings:							
Legal reserve appropriated	-	-	189,695	(189,695)	-	-	-
Cash dividends on ordinary shares	-	-	-	(1,507,580)	(1,507,580)	(1,507,580)	(1,507,580)
Balance on December 31, 2023	**$ 3,277,348**	**17,130**	**2,771,044**	**5,416,711**	**8,187,755**	**11,482,233**	**11,482,233**

See accompanying notes to consolidated financial statements.

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

HUANG HSIANG CONSTRUCTION CORPORATION AND SUBSIDIARIES

Consolidated Statements of Cash Flows

For the years ended December 31, 2023 and 2022

(Expressed in Thousands of New Taiwan Dollars)

	For the years ended December 31	
	2023	2022
Cash flows from operating activities:		
Profit before tax	$ 917,815	1,967,358
Adjustments:		
Adjustments to reconcile profit:		
Depreciation expense	167,222	175,079
Amortization expense	734	1,398
Net losses on financial assets or liabilities at fair value through profit or loss	1,952	34,005
Interest expense	636,660	527,130
Interest income	(6,330)	(1,758)
Dividend income	(19,370)	(14,800)
Losses on disposal of property, plan and equipment	59	-
Gains on disposal of investment properties	(254,132)	(442,880)
Other	-	(1,396)
Total adjustments to reconcile profit	526,795	276,778
Changes in operating assets and liabilities:		
Changes in operating assets:		
(Increase) decrease in financial assets at fair value through profit or loss mandatorily measured at fair value	(30,463)	164,551
Decrease (increase) in contract assets	82,326	(42,961)
Decrease in notes receivable	30,081	21,260
(Increase) decrease in accounts receivable	(70,007)	14,471
(Increase) decrease in accounts receivable due from related parties	(59,407)	203,983
Decrease in other receivable	78	154
Increase in inventories	(1,448,698)	(3,049,361)
(Increase) decrease in prepayments	(72,132)	22,038
(Increase) decrease in other current assets	(7,866)	682
Increase in other financial assets	(219,798)	(74,692)
Increase in incremental costs of obtaining a contract	(189,575)	(114,500)
Total changes in operating assets	(1,985,461)	(2,854,375)
Changes in operating liabilities:		
Increase in contract liabilities	337,165	59,101
(Decrease) increase in notes payable	(114,633)	41,020
Decrease in notes payable to related parties	-	(66,100)
Increase in accounts payable	372,238	112,475
Decrease in accounts payable due to related parties	-	(177,068)
(Decrease) increase in other payables	(97,363)	37,885
Increase (decrease) in other current liabilities	24,204	(10,974)
Decrease in net defined benefit liability	(565)	(578)
Total changes in operating liabilities	521,046	(4,239)
Total changes in operating assets and liabilities	(1,464,415)	(2,858,614)
Total adjustments	(937,620)	(2,581,836)
Cash flow used in operations	(19,805)	(614,478)
Interest received	6,330	1,758
Dividends received	19,370	14,800
Interest paid	(782,978)	(583,331)
Income taxes paid	(75,669)	(131,648)
Net cash flows used in operating activities	(852,752)	(1,312,899)

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

HUANG HSIANG CONSTRUCTION CORPORATION AND SUBSIDIARIES

Consolidated Statements of Cash Flows (CONT'D)

For the years ended December 31, 2023 and 2022

(Expressed in Thousands of New Taiwan Dollars)

	For the years ended December 31	
	2023	2022
Cash flows from investing activities:		
Proceeds from disposal of property, plant and equipment	-	24
Acquisition of property, plant and equipment	(4,831)	(5,468)
Acquisition of intangible assets	(713)	(224)
Acquisition of investment properties	(1,106,932)	(421,820)
Proceeds from disposal of investment properties	373,933	672,439
Increase in other financial assets	-	(707)
Decrease in other financial assets	2,220	-
Interest paid for capitalization	(178,335)	(138,633)
Net cash flows (used in) generated from investing activities	(914,658)	105,611
Cash flows from financing activities:		
Increase in short-term borrowings	5,993,825	6,857,128
Decrease in short-term borrowings	(6,113,741)	(4,442,140)
Increase in short-term notes and bills payable	2,477,200	170,000
Decrease in short-term notes and bills payable	(80,000)	(658,000)
Proceeds from long-term borrowings	1,645,000	2,000,000
Repayments of long-term borrowings	(736,634)	(416,302)
Increase in guarantee deposits	4,038	-
Decrease in guarantee deposits received	-	(4,896)
Payment of lease liabilities	(10,594)	(8,952)
Cash dividends paid	(1,507,580)	(2,064,729)
Net cash flows generated from financing activities	1,671,514	1,432,109
Net (decrease) increase in cash and cash equivalents	(95,896)	224,821
Cash and cash equivalents at the beginning of period	1,749,661	1,524,840
Cash and cash equivalents at the end of period	$ **1,653,765**	**1,749,661**

See accompanying notes to consolidated financial statements.

Appendix 4

Huang Hsiang Construction Corporation
Procedure for Election of Directors

Article 1: Elections of directors at the Company shall be conducted in accordance with these Procedures and Articles of Incorporation.

Article 2: Elections of directors at the Company shall be held at a shareholders' meeting.

Article 3: People with disposing capacity can be elected as the Company's directors in accordance with these Procedures. The Company's appraisal procedures of acquistion and disposal of assets：

Article 4: The nomination cumulative voting method shall be used for election of the directors at the Company, and the registration of electors can be replaced by shareholder account number printed on the ballots. Each share will have voting rights in number equal to the directors to be elected, and may be cast for a single candidate or split among multiple candidates.

A candidates nomination system has been adopted by the Company for election of the directors of the Company in accordance with Article 192-1 of the Company Act, independent directors and non-independent directors shall be elected together, elected number shall be separately calculated, and shareholders shall election among the candidate list of directors.

Article 5: The number of directors will be as specified in this Company's Articles of Incorporation. Those receiving ballots representing the highest numbers of voting rights will be elected sequentially according to their respective numbers of votes. When two or more persons receive the same number of votes, thus exceeding the specified number of positions, they shall draw lots to determine the winner, with the chair drawing lots on behalf of any person not in attendance.

Article 6: A person who has convention right shall prepare separate ballots for directors in numbers corresponding to the directors or supervisors to be elected. The number of voting rights associated with each ballot shall be specified on the ballots, which shall then be distributed to the attending shareholders at the shareholders meeting. Attendance card numbers printed on the ballots may be used instead of recording the names of voting shareholders.

Article 7: Before the election begins, the chair shall appoint a number of persons with shareholder status to perform the respective duties of vote monitoring and counting personnel.

Article 8: The ballot boxes shall be prepared by a person who has convention right and publicly checked by the vote monitoring personnel before voting commences.

Article 9: A ballot is invalid under any of the following circumstances:

1. The ballot was not prepared by a person with the right to convene.
2. A blank ballot is placed in the ballot box.
3. The writing is unclear and indecipherable or has been altered.
4. The candidate whose name is entered in the ballot does not conform to the director candidate list.
5. Other words or marks are entered in addition to the number of voting rights allotted, or two or more elected entered.

Article 10: The sum of the number of allotted voting rights is less than the number of voting rights held by electors, and less number of voting rights is regarded as waived.

Article 11: The voting rights shall be calculated on site immediately after the end of the poll, and the results of the calculation, including the list of persons elected as directors and the numbers of votes with which they were elected, shall be announced by the chair on the site.

Article 12: The board of directors of the Company shall issue notifications to the persons elected as directors.

Article 13: Unsettled matters in these Procedures shall be conducted in accordance with the Company Act and the Company's Articles of Incorporation.

Article 14: These Procedures, and any amendments hereto, shall be implemented after approval by a shareholders meeting.

Appendix 5

Huang Hsiang Construction Corporation

Directors' Shareholding Statement

（As of the annual shareholders' meeting of the year, and the book closure date: April 9, 2024）

<table>
<tr><th>Title</th><th>Name</th><th>Shareholding numbers</th><th>Shareholding ratios</th></tr>
<tr><td>Chairman</td><td>Huang Ming Construction Corp.
Representative: Liao, Nien-Chi</td><td rowspan="2">134,609,348</td><td rowspan="2">41.07%</td></tr>
<tr><td rowspan="6">Director</td><td>Huang Ming Construction Corp.
Representative: Liao Lin, Shu-Hua</td></tr>
<tr><td>Chang, Ping-Huang</td><td>85,446</td><td>0.03%</td></tr>
<tr><td>Chen, Chia-Ken</td><td>438,319</td><td>0.13%</td></tr>
<tr><td>Laio, Yu-Hsiang</td><td>6,201,305</td><td>1.89%</td></tr>
<tr><td>Tsai, Che-Hsiung</td><td>-</td><td>-</td></tr>
<tr><td>Cheng, Hui-Chiu</td><td>1,235,357</td><td>0.38%</td></tr>
<tr><td rowspan="4">Independent director</td><td>Chen, Shun-Tien</td><td>-</td><td>-</td></tr>
<tr><td>Lu, Chen-Lung</td><td>-</td><td>-</td></tr>
<tr><td>Hung, Su-Chiao</td><td>-</td><td>-</td></tr>
<tr><td>Lin, Fang-Chi</td><td>-</td><td>-</td></tr>
<tr><td colspan="2">Sum of the entire number of directors' shareholding numbers</td><td>142,569,775</td><td>43.50%</td></tr>
</table>

Explanation:

1. As of the annual shareholders' meeting of the Company and the book closure date, the shareholding ratios mentioned in this statement were calculated based on total number of issued shares of 327,734,808.
2. According to Article 26 of Securities and Exchange Act, and paragraph 4, Article 2 of Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies:
   The minimum legally held shares held by the entire number of directors of the Company: 13,109,392 shares.