

Stock Code: 1808



RUN LONG CONSTRUCTION CO., LTD.

## 2025 Annual Shareholders' Meeting Meeting Handbook

Form of Shareholders' Meeting: Physical

Time: June 17, 2025 at 9:00 a.m.

Place of Shareholders' Meeting: No.8 Zhifu Rd, Zhongshan District,  
Taipei City (Lake Hall, Dazhi Denwell Hotel)

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# RUN LONG CONSTRUCTION CO., LTD.

## 2025 Annual Shareholders' Meeting Agenda

Time: June 17, 2025 (Tuesday) at 9:00 a.m.

Venue: No. 8 Zhifu Rd., Zhongshan District, Taipei City (Lake Hall, Dazhi Denwell Hotel)

### Agenda

- I. Call the meeting to order (Report the number of shares attending)
- II. Chairman's Address
- III. Report Matters
  - (I) 2024 Business Report.
  - (II) 2024 Audit Report of the Audit Committee.
  - (III) Report on the distribution status for the 2024 remuneration to employees and directors.
  - (IV) Report on the distribution of cash dividends from the 2024 earnings.
  - (V) Report on the issuance of corporate bonds.
- IV. Acknowledged Matters
  - (I) Proposal for the Company's 2024 business report and financial statements.
  - (II) Proposal for the Company's 2024 earnings distribution.
- V. Matters for Discussion
  - (I) Proposal to amend the Company's Articles of Incorporation.
  - (II) Proposal for the Company to conduct a capital reduction payments to shareholders through cash refund.
- VI. Election Matters
  - (I) Proposal for by-election of an independent director.
- VII. Extemporaneous Motions
- VIII. Adjournment

# Report Matters

## Item I

Proposal: 2024 Business Report for review.

Explanation: The Company's 2024 Business Report is as follows:

RUN LONG CONSTRUCTION CO., LTD.

Business Report



Dear Shareholders,

Thank you all for being here with us. On behalf of Run Long, I would like to express my sincere gratitude for your support over the past year!

In the first half of 2024, the domestic real estate market saw a significant influx of capital, driven by TSMC's nationwide plant expansions and the favorable "Preferential Housing Loans for Youth" program. While the program was well-intentioned in helping younger buyers lower the threshold to homeownership, it unexpectedly pushed housing prices higher. By the second half of 2024, the central bank's lending restrictions began to take effect. Banks had reached near-capacity on real estate loans, leading to tighter credit checks. Additionally, the central bank implemented the seventh round of selective credit controls in September, further cooling the market. As a result, transaction volume began to decline month by month, though prices remained stable despite the policy-driven slowdown.

The Preferential Housing Loans for Youth program is set to continue through July 2026. First-time buyers with genuine housing needs remain a key focus for banks, and the government's anti-speculation measures aim to prioritize lending resources for individuals without existing properties, encouraging owner-occupancy and long-term holding. Consequently, market demand continues to favor compact, well-designed, and affordably priced units. In line with this trend, Run Long remains committed to developing properties in prime locations with

lower total prices, such as “small units”, “small two-bedroom units”, and “2+1 room” configurations.

In the first half of 2024, Run Long successfully launched the “Windsor Castle” project in Taoyuan, which has already achieved over 90% sales. The “Contemporary Shoufu” project in Taichung was sold out, delivering strong performance. Meanwhile, the “Xinyi Fujian” project in Taipei, launched at the end of 2024, continues to be marketed. In 2025, Run Long plans to launch several new projects: “Dang Dai Yi Di” in Xitun, Taichung; “Anping Jincheng”, “Annan Guoan” in Tainan; and “Lingya Chenggong” in Kaohsiung. All of these are located in key metropolitan areas and are expected to attract strong interest. Run Long will continue to pursue land development opportunities in central and southern Taiwan while also actively seeking urban renewal projects in northern Taiwan to maximize development benefits.

Highwealth Group and Run Long signed a Memorandum of Understanding (MOU) with the Taiwan Creative Content Agency (TAICCA) on October 17, 2024. This marks the first time TAICCA has established a collaboration with the construction industry, aiming to promote the integration of cultural content and heritage conservation within the fields of construction, architecture, and building materials. Through this partnership, we hope to create a positive impact on both the environment and society.

For the first time, Run Long has partnered with a cultural organization to address sustainability issues, focusing on the importance of coexistence with the environment. With the facilitation of Deloitte and TAICCA, and in collaboration with The Classic Vision Co., Ltd. (Spot Link Cinema), Run Long co-produced the documentary “A Promise of Coexistence.” The film captures our efforts to protect and restore the habitat of the Taipei tree frog during development, aiming to reduce ecological disruption throughout the construction process.

The documentary has been used as a platform for dialogue and engagement through discussion-based screenings held in schools and community neighborhoods. In 2024 alone, three such events were held, with further outreach

planned for 2025. Through this film, we hope to communicate the Company's values, raise public awareness of tree frog conservation, and foster a deeper emotional connection with the community. This initiative is expected to have a positive effect on enhancing the Company's brand image and overall value.

Finally, we would like to sincerely thank all our dedicated team members. In 2024, the "Dream City" project in Keelung was successfully completed and delivered to homeowners. In 2025, several projects are scheduled for completion, including "Jing'an Wenhui" in New Taipei City, "Xinyi Fujian" in Taipei, "VVS1" and "Shicheng Aiyue" in Taichung. Our business performance is expected to show significant growth compared to 2024. Run Long will continue to uphold its philosophy of pragmatic and steady management, striving to deliver solid returns to its shareholders.

The Company's 2024 business report is as follows:

1. Implementation result of the 2024 Business Plan:

- (1) In 2024, the Company's consolidated net operating revenue totaled NT\$8,787,971 thousand, a decrease of NT\$21,895,970 thousand from NT\$30,683,941 thousand in 2023.
- (2) In 2024, the Company's consolidated net income before tax totaled NT\$2,753,067 thousand, a decrease of NT\$6,606,774 thousand from NT\$9,359,841 thousand in 2023.
- (3) The decline in both revenue and profit is primarily attributable to a decrease in newly completed projects in 2024, resulting in lower recognized construction income compared to 2023.

2. Budget implementation status:

In accordance with the "Regulations Governing the Publication of Financial Forecasts of Public Companies," it is not necessary for the Company to prepare financial forecasting for 2024.

### 3. Analysis of financial income and expense and profitability:

(Expressed in Thousands of New Taiwan Dollar)

Item \ Year		2024	2023
Financial income and expenses	Net operating income	8,787,971	30,683,941
	Gross profit from operations	3,967,948	11,281,096
	Profit after tax	2,257,970	7,701,546
Solvency	Current ratio (%)	172.96	161.84
	Quick ratio (%)	48.98	60.15
Profitability	Return on assets (%)	5.82	18.11
	Return on equity (%)	16.09	78.85
	Operating profit to paid-in capital ratio (%)	29.08	210.12
	Pre-tax net profit to paid-in capital ratio (%)	27.74	207.52
	Net profit rate (%)	25.69	25.09
	Earnings per share (NT\$)	2.28	17.08

Note: Consolidated information of the Company and its subsidiaries.

### 4. Status of research and development:

#### (1) Architectural planning and design:

- ①.The residential building is designed for first-time buyers and home exchangers. In terms of design space, the apartments are divided into 2 or 3 rooms using safe and healthy building materials. We value the needs of users in a bid to achieve both aesthetics and practicality.
- ②.As major advanced countries around the world gradually phase out fuel-powered vehicles and fully electric vehicles become more widespread, new projects have incorporated EV charging infrastructure. This includes pre-installed wiring conduits, electric meters, and power boxes for EV charging spaces to support future installation of charging stations by residents.

- ③. Starting from consumer demand and practicality, the company considers practicality as the main focus and combines "green building" and "environmental protection and energy saving." The company also emphasizes digital technology, earthquake resistance, safety, and age-friendly housing to meet the rapidly changing market demands.
- ④. During the design phase, 3D Building Information Modeling (BIM) technology is employed to improve construction efficiency and accuracy. New materials and methods are also introduced, such as modular construction (aluminum formwork, SPC stone-plastic composite flooring), and 3D printing technology, to enhance construction quality and sustainability.
- ⑤. In addition to architectural aesthetics and functional needs, ecological conditions of the site, energy and water efficiency, green materials, and indoor environmental quality are also considered. Green building concepts are adopted, with projects aiming to obtain the Green Building Label or Candidate Certificate.

(2) Construction and management:

- ①. During the construction process, proactive measures are taken to manage air, water, noise, and waste pollution in order to minimize the environmental impact and protect the ecological integrity of the site.
- ②. In response to the severe labor shortage in Taiwan and rising labor costs, the Group leverages over a decade of experience in BIM-based project management and applies prefabricated construction methods. This includes the use of aluminum formwork, preassembled rebar columns, and robotic transport of materials. Although these technologies increase construction costs, they enhance efficiency and environmental performance and are applicable across projects in northern, central, and southern Taiwan, thus improving both construction quality and technical capability.

(3) Market research and development:

- ①. The Group's official website integrates AI technology to provide more advanced and enriched services, enabling customers to quickly find relevant property listings and schedule house viewings online.



- ②. In response to the digital and social media era, the Company actively engages with diverse target audiences through online platforms. Video marketing is used to communicate brand values and differentiate our offerings, strengthening brand identity and achieving word-of-mouth marketing effectiveness.
- ③. The Group's brand mascot, "Fa Bao" teamed up with "Taiwanimal" to launch a co-branded LINE sticker set, creatively combining ecological conservation with brand promotion. Featuring Taiwan's native wildlife, the sticker set integrates the Company's brand identity with its commitment to environmental protection through a digital platform.
- ④. We will continue to operate in the mainstream residential building market, focusing on homeownership and home exchange needs to meet the market demand. We will also strive to improve our after-sales services and quality control processes to gain recognition from home buyers and increase our brand awareness.

Chairperson:



Managerial Officer:



Head of Accounting:



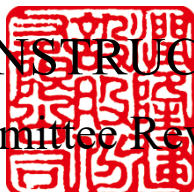
Item II

Proposal: 2024 Audit Committee Report for review.

Explanation: The 2024 Audit Committee Report is presented as follows:

**RUN LONG CONSTRUCTION CO., LTD.**

**Audit Committee Review Report**



The Board of Directors has submitted the Company's 2024 business report, financial statements (including consolidated financial statements) and the proposal for earnings distribution; among these, the financial statements (including consolidated financial statements) have been audited by the attesting CPAs Yi-lien Han and Kuo-Yang Tseng of KPMG and a formal audit report has been duly issued. The said business report, financial statements and the proposal for earnings distribution have been audited by the Audit Committee, with no discrepancy found. The findings are hereby reported in accordance with the relevant provisions of the Securities and Exchange Act and the Company Act for your review and acknowledgement.

Regards,

RUN LONG CONSTRUCTION CO., LTD.

**Audit Committee Convener: Chou, I-Chiang**



March 26, 2025

### Item III

Proposal: Report on the distribution status for the 2024 remuneration to employees and directors for review.

Explanation:

- I. In accordance with Article 29 in the Company's "Articles of Incorporation," if there is a profit within the Company in the year, no less than one-thousandth of the profit shall be set aside as remuneration to employees, and no more than one-hundredth of the profit to directors.
- II. The Board of Directors has resolved to distribute NT\$20,000,000 in cash as employee remuneration (approximately 0.72%) and NT\$8,000,000 as directors' remuneration (approximately 0.28%) for the year 2024.
- III. The amounts proposed for distribution were estimated based on figures in the Company's financial statements and are consistent with the amounts recognized in the 2024 expense estimates.

### Item IV

Proposal: Report on the distribution of cash dividends from the 2024 earnings for review.

Explanation:

- I. In accordance with Article 29-1 of the Company's "Articles of Incorporation," the Board of Directors is authorized to resolve the distribution of all or part of the dividends and bonuses or legal reserve and capital surplus in cash.
- II. The proposed appropriation of earnings totaling NT\$1,984,514,986 will be allotted, with cash dividends of NT\$2 per share (e.g. NT\$2,000 per 1,000 shares). The cash dividends are calculated up to NT\$1.0, decimal points are not accounted for. The total uncounted shares in fractions of NT\$1.0 shall be listed as other income of the Company.

- III. This proposal has been approved by the Board of Directors, and the Chairperson is authorized to determine the ex-dividend date, payment date, and other relevant matters. In case of changes to laws and regulations or adjustments made by competent agencies or the buyback, cancellation, share exchange of corporate bonds, issuance of new stocks or other changing factors affecting the shares by the Company afterward, resulting in changes to the current number of shares and pay-out ratio, full authorization shall be given to Chairperson to fully handle these matters.

#### Item V

Proposal: Report on the issuance of corporate bonds for review.

Explanation:

- I. On April 30, 2024, the Taipei Exchange (TPEX) approved the Company's second issuance of domestic secured ordinary corporate bonds for the year under Letter Zheng-Gui-Zhai-Zi No. 11300027752, with a total issuance amount of NT\$2 billion.
- II. On December 19, 2024, the Taipei Exchange (TPEX) approved the Company's third issuance of domestic secured ordinary corporate bonds for the year under Letter Zheng-Gui-Zhai-Zi No.11300115352, with a total issuance amount of NT\$1.52 billion.
- III. For details regarding the above bond issuances, please refer to Attachment I on pages 18-19 of this handbook.

## Acknowledged Matters

### Item I: Proposed by the Board of Directors

Proposal: The Company's Business Report and Financial Statements for 2024 are proposed for adoption.

Explanation:

- I. The Company's parent company and consolidated financial statements for 2024 have been audited by CPAs Yi-lien Han and Kuo-Yang Tseng of KPMG Taiwan, who issued an audit report. Said financial statements, together with the Business Report (refer to pages 2 to 7 of this handbook), have been duly reviewed and approved by the Audit Committee.
- II. For the auditors' report and financial statements, please refer to Attachments II and III on pages 20 to 37 of this handbook.

### Item II: Proposed by the Board of Directors

Proposal: The Company's 2024 earnings distribution is proposed for recognition.

Explanation:

- I. The Company's net income after tax for 2024 was NT\$2,257,969,860. After adding the beginning balance of undistributed earnings of NT\$171,152,412 and deducting the legal reserve of NT\$225,796,986, the distributable earnings for the year amounted to NT\$2,203,325,286.
- II. The 2024 earnings distribution table is as follows:

# RUN LONG CONSTRUCTION CO., LTD.

## 2024 Earnings Distribution Table



Unit: NT\$

Item	Amount	
	Subtotal	Total Amount
<b>Beginning balance of undistributed earnings</b>		<b>171,152,412</b>
Add: Current net profit after tax	2,257,969,860	
Less: 10% legal reserve set aside	(225,796,986)	
<b>Distributable earnings</b>		<b>2,203,325,286</b>
Less: Distribution this period (Note):		
Dividend to shareholders - cash (NT\$2/share)	(1,984,514,986)	
<b>End balance of undistributed earnings</b>		<b>218,810,300</b>

Note: The cash dividend distribution has been resolved by the Board of Directors and is presented to the shareholders for reporting purposes.

Chairperson:



Managerial Officer:



Head of Accounting:



Resolution:

## Matters for Discussion

Item I: Proposed by the Board of Directors

Proposal: Amendments to the Company's Articles of Incorporation are proposed for resolution.

Explanation:

- I. In response to the amendment of Article 14, Paragraph 6 of the Securities and Exchange Act, the Company proposes to revise certain provisions of its Articles of Incorporation to specify that a fixed percentage of annual earnings shall be allocated for salary adjustments or remuneration for junior employees.
- II. For the comparison table of the proposed amendments, please refer to Attachment IV on page 38-39 of this handbook.

Resolution:

Item II: Proposed by the Board of Directors

Proposal: Capital reduction payments to shareholders through cash refund are proposed for resolution.

Explanation:

- I. To optimize the capital structure and enhance return on equity for shareholders, the Company proposes a cash capital reduction to refund capital to shareholders.
- II. The proposed capital reduction amount is NT\$992,257,500, corresponding to the cancellation of 99,225,750 shares. Based on the Company's current total issued common shares of 992,257,493 shares, the reduction rate is approximately 10%. After reduction, the total number of issued shares will be 893,031,743, with a par value of NT\$10 per share, resulting in a revised paid-in capital of NT\$8,930,317,430. The full amount of the reduced capital will be refunded in cash to shareholders in proportion to their shareholding.
- III. Based on the current total number of issued shares, each 1,000 shares will be exchanged for 900 shares (i.e., a reduction of 100 shares per 1,000 shares), with NT\$1 in cash refunded per cancelled share. Shareholders holding fractional shares resulting from the capital reduction may apply for share consolidation at the Company's stock affairs agent during the five business days prior to, and including, the day before the book closure date. Any remaining odd-lot shares that cannot be consolidated into whole shares will be refunded in cash based on par value, rounded down to the nearest whole NT dollar. The Chairperson is authorized to negotiate with specific parties for the purchase of such odd-lot shares at par value. For the shareholders engaging in the issuance of stocks by book-entry, the shares in fractions of 1 shall be served as the payout on the expenses for handling the book-entries.
- IV. The new shares issued as part of this capital reduction will be in non-physical (dematerialized) form and shall carry the same rights and obligations as previously issued common shares.



- V. Upon approval by the shareholders' meeting and effective registration with the competent authority, the Chairperson is authorized to determine the record date for capital reduction and the record date for share exchange, as well as to handle all other relevant matters. In the event of changes in laws or adjustments by competent authorities, or should the number of outstanding shares be affected due to events such as share buybacks, cancellations, bond conversions, new share issuances, or other changes in capital structure, the Chairperson shall be fully authorized to make all necessary adjustments to the shareholder capital reduction ratio and related matters.

Resolution:

## Election Matters

Item I: Proposed by the Board of Directors

Proposal: By-election of the Company's Independent Directors.

Explanation:

- I. Mr. Chen, Yung-Chang, an independent director, tendered his resignation on December 17, 2024, due to personal reasons. Pursuant to Article 14-2 of the Securities and Exchange Act, the Company is required to conduct a by-election at the next shareholders' meeting.
- II. One independent director will be elected in this by-election. The term of the newly elected director shall commence on June 17, 2025, and expire on June 12, 2027.
- III. The Company adopts the candidate nomination system for the election of independent directors. Shareholders shall elect from the list of nominated candidates. For the nominee's education, experience, and other relevant information, please refer to the following:

List of Independent Director Candidates

Name of Candidates	Hu, Rai
Education	Department of Foreign Languages and Literatures, National Taiwan University
Education	Christie's Taiwan Managing Director, Sotheby's Taiwan Managing Director, Bvlgari Taiwan High Jewelry Director, Bvlgari Greater China
Current Position	Chairman, Bonhams Greater China
Shares	72,562 shares
Reason for Continuing Nomination of a Three-Term Director	Not applicable

Election Results:

Extemporaneous Motions

Adjournment

# Attachment I

## Issuance of Corporate Bonds

April 19, 2025

Type of Corporate Bonds	2024 2nd Secured Ordinary Corporate Bond (Code: B85111)	
Issuance (handling) date	May 2, 2024	
Denomination	NT\$1,000,000	
Place of issuance and trading (Note)	Not applicable.	
Issuing price	At face value	
Total	NT\$2 billion in total	
Interest rate	Coupon rate: fixed rate at 1.73% per annum	
Period	5-year period, maturity date: May 2, 2029	
Guarantee Organization	Hua Nan Commercial Bank, Ltd.	
Trustee	Land Bank of Taiwan Co., Ltd.	
Underwriting institution	Hua Nan Securities Co., Ltd	
Certified Lawyer	Zhong-Jie Wei	
Certified Public Accountant	Yi-lien Han	
Reimbursement Method	Bullet repayment at maturity	
Outstanding principal amount	NT\$2,000,000,000	
Redemption and Advanced Redemption Provisions	Not applicable.	
Restrictions	None	
Credit rating agency, assessment date and results	Not applicable.	
Other rights attached	Amount of Converted (Exchanged or Subscribed) Ordinary shares, Overseas Depository Receipts or Other Negotiable Securities	Not applicable.
	Issuance and Conversion (Exchange or Subscription) Method	Please refer to the prospectus for the Company's second issuance of secured ordinary corporate bonds in 2024.
Potential impact of issuance, conversion, exchange, subscription, or issuing method and conditions on the dilution of equity and existing shareholders' rights		Please refer to the prospectus for the Company's second issuance of secured ordinary corporate bonds in 2024.
Name of the Custodian Institution for Underlying Exchange		Not applicable.

Note: Filled in by overseas bond holders

## Issuance of Corporate Bonds

April 19, 2025

Type of Corporate Bonds		2024 3rd Secured Ordinary Corporate Bonds (Code: B85112)
Issuance (handling) date		December 20, 2024
Denomination		NT\$1,000,000
Place of issuance and trading (Note)		Not applicable.
Issuing price		At face value
Total		NT\$1.52 billion in total
Interest rate		Coupon rate: fixed rate at 2.05% per annum
Period		5-year period, maturity date: December 20, 2029
Guarantee Organization		Taiwan Cooperative Bank Co., Ltd.
Trustee		Land Bank of Taiwan Co., Ltd.
Underwriting institution		Hua Nan Securities Co., Ltd
Certified Lawyer		Zhong-Jie Wei
Certified Public Accountant		Yi-lien Han
Reimbursement Method		50% of the principal will be repaid at the end of the 30th month from the issuance date; the remaining 50% will be repaid at maturity (60th month).
Outstanding principal amount		NT\$1,520,000,000
Redemption and Advanced Redemption Provisions		Not applicable.
Restrictions		None
Credit rating agency, assessment date and results		Not applicable.
Other rights attached	Amount of Converted (Exchanged or Subscribed) Ordinary shares, Overseas Depository Receipts or Other Negotiable Securities	Not applicable.
	Issuance and Conversion (Exchange or Subscription) Method	Please refer to the prospectus for the Company's third issuance of secured ordinary corporate bonds in 2024.
Potential impact of issuance, conversion, exchange, subscription, or issuing method and conditions on the dilution of equity and existing shareholders' rights		Please refer to the prospectus for the Company's third issuance of secured ordinary corporate bonds in 2024.
Name of the Custodian Institution for Underlying Exchange		Not applicable.

Note: Filled in by overseas bond holders

## Attachment II

### Independent Auditor's Report



安侯建業聯合會計師事務所

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### Independent Auditors' Report

To the Board of Directors of Run Long Construction Co., Ltd.:

#### Opinion

We have audited the consolidated financial statements of Run Long Construction Co., Ltd. and its subsidiaries ("the Group"), which comprise the consolidated balance sheets as of December 31, 2024 and 2023, the consolidated statements of comprehensive income, changes in equity and cash flows for the years then ended and notes to the consolidated financial statements, including a summary of significant accounting policies.

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

#### Basis for Opinion

We conducted our 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, 2024. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

##### 1. Appropriateness of the timing of revenue recognition from building and land sales

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

#### Description of key audit matter

The real estate industry, in which the Group is into, is recognized its sales revenue upon the transfer of ownership of the real estate and the actual delivery of the housing unit. Since there is a large number of sales of premises in the construction industry, in order to confirm the validity of the timing of the sales revenue recognition, the Group needs to examine the transfer of ownership and delivery housing data for all of transaction to recognize the sales revenue, which usually involves tremendous manual efforts. Therefore, the recognition of sales revenue is one of the most important evaluation in performing our audit procedures.

#### Auditing procedures performed

Our principal audit procedures included the following:

- We test the effectiveness of the design and implementing the internal control system of sales revenue.
- Perform substantive tests, sample inspections of sales contracts, real estate ownership transfer documents and delivery housing data, and check sales data and general ledger details.
- Test the samples of sales transaction before and after the end of the year to ensure the correctness of sales revenue.

#### 2. Inventory valuation

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

#### Description of key audit matter

The inventory of Group is an important asset for operations, and its amount accounts for 64% of the total assets; the inventory evaluation is handled in accordance with the International Accounting Standards Bulletin No. 2, if the net realizable value evaluation is inappropriate, it will cause false expression in financial reports. Therefore, the inventory evaluation test is one of the important evaluation items for the accountant to perform the Group's financial report audit.

#### Auditing procedures performed

Our principal audit procedures included the following: We understand the Group's operating and accounting procedures for inventory valuation; Obtain the Group management's data of inventory valuation; verify and inspect market value of the afore mentioned information. The net realizable value can be assessed in the following ways: through reviewing the recent selling price of the premises, by inquiring the selling price of premises nearby from the "Actual Selling Price of Real Estate" website, or by obtaining project investment analysis tables, inspecting and recalculating the net realizable value of inventory to ensure if it is adequate.

#### **Other Matter**

Run Long Construction Co., Ltd. has additionally prepared its parent-company-only financial statements as of and for the years ended December 31, 2024 and 2023, on which we have issued an unmodified opinion.

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

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

1. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of 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, 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 Han, Yi-Lien and Tseng, Kuo-Yang.

KPMG

Taipei, Taiwan (Republic of China)  
March 10, 2025

#### **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 and Report Originally Issued in Chinese)  
**RUN LONG CONSTRUCTION CO., LTD. AND SUBSIDIARIES**

**Consolidated Balance Sheets**

**December 31, 2024 and 2023**

(Expressed in Thousands of New Taiwan Dollars)

		<u>December 31, 2024</u>		<u>December 31, 2023</u>				<u>December 31, 2024</u>		<u>December 31, 2023</u>	
		<u>Amount</u>	<u>%</u>	<u>Amount</u>	<u>%</u>			<u>Amount</u>	<u>%</u>	<u>Amount</u>	<u>%</u>
<b>Assets</b>						<b>Liabilities and Equity</b>					
<b>Current assets:</b>						<b>Current liabilities:</b>					
1100	Cash and cash equivalents (note 6(a))	\$ 6,477,170	13	4,199,162	10	2100	Short-term borrowings (note 6(ii))	\$ 17,451,932	34	9,098,688	21
1120	Current financial assets at fair value through other comprehensive income (notes 6(b) and 8)	767,243	1	643,717	2	2110	Short-term notes and bills payable (note 6(i))	2,233,739	5	1,623,524	4
1140	Current contract assets (note 6(s))	107	-	27,465	-	2130	Current contract liabilities (notes 6(s), 7 and 9)	3,656,986	7	2,536,109	6
1150	Notes receivable, net (notes 6(c) and 8)	357,713	1	629,541	1	2170	Accounts payable	2,775,748	6	2,954,759	7
1170	Accounts receivable, net (note 6(c))	2,205	-	97,909	-	2180	Accounts payable to related parties (note 7)	666	-	3,114	-
1200	Other receivables (notes 6(v) and 7)	3,201	-	1,904	-	2200	Other payables (note 7)	564,404	1	843,805	2
1220	Current tax assets	1,117	-	-	-	2230	Current tax liabilities (note 6(p))	81,697	-	1,419,784	3
1320	Inventories (for construction business), net (notes 6(d), 7 and 8)	33,241,816	64	25,079,562	59	2250	Current provisions (notes 6(m) and (o))	78,220	-	80,656	-
1410	Prepayments	299,064	1	55,577	-	2280	Current lease liabilities (note 6(l))	76,693	-	33,977	-
1476	Other current financial assets (notes 6(h), 7 and 8)	4,443,052	9	8,288,142	20	2321	Bonds payable, current portion or putable bonds (note 6(k))	-	-	5,871,596	14
1479	Other current assets, others	51,111	-	48,804	-	2322	Long-term borrowings, current portion (note 6(j))	26,409	-	25,938	-
1480	Current assets recognized as incremental costs to obtain contract with customers (note 6(h))	<u>1,148,571</u>	<u>2</u>	<u>929,954</u>	<u>2</u>	2399	Other current liabilities, others (note 7)	<u>106,679</u>	<u>-</u>	<u>223,440</u>	<u>1</u>
		<u>46,792,370</u>	<u>91</u>	<u>40,001,737</u>	<u>94</u>			<u>27,053,173</u>	<u>53</u>	<u>24,715,390</u>	<u>58</u>
<b>Non-current assets:</b>						<b>Non-Current liabilities:</b>					
1600	Property, plant and equipment (note 6(e))	228,246	-	229,634	1	2530	Bonds payable (note 6(k))	9,492,424	18	3,996,868	9
1755	Right-of-use assets (note 6(f))	92,250	-	79,469	-	2541	Long-term borrowings (note 6(j))	241,276	1	267,576	1
1760	Investment property, net (notes 6(g) and 8)	936,115	2	1,054,818	2	2550	Non-current provisions (note 9(b))	167,080	-	-	-
1780	Intangible assets	15,410	-	16,934	-	2570	Deferred tax liabilities (note 6(p))	2,844	-	2,844	-
1840	Deferred tax assets (note 6(p))	13,912	-	14,461	-	2580	Non-current lease liabilities (note 6(l))	<u>16,540</u>	<u>-</u>	<u>45,459</u>	<u>-</u>
1984	Other non-current financial assets, others (notes 6(h) and 8)	3,081,688	6	1,092,216	3			<u>9,920,164</u>	<u>19</u>	<u>4,312,747</u>	<u>10</u>
1990	Other non-current assets, others (note 6(v))	<u>353,270</u>	<u>1</u>	<u>49,491</u>	<u>-</u>	<b>Total liabilities</b>		<u>36,973,337</u>	<u>72</u>	<u>29,028,137</u>	<u>68</u>
		4,720,891	9	2,537,023	6	<b>Equity (note 6(q)):</b>					
						3110	Ordinary share	9,922,575	19	4,510,261	11
						3200	Capital surplus	24,737	-	23,854	-
						3300	Retained earnings	4,283,399	8	8,790,821	21
						3400	Other equity interest	<u>309,213</u>	<u>1</u>	<u>185,687</u>	<u>-</u>
						<b>Total equity</b>		<u>14,539,924</u>	<u>28</u>	<u>13,510,623</u>	<u>32</u>
<b>Total assets</b>		<u>\$ 51,513,261</u>	<u>100</u>	<u>42,538,760</u>	<u>100</u>	<b>Total liabilities and equity</b>		<u>\$ 51,513,261</u>	<u>100</u>	<u>42,538,760</u>	<u>100</u>

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)  
**RUN LONG CONSTRUCTION CO., LTD. AND SUBSIDIARIES**

**Consolidated Statements of Comprehensive Income**

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

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

		<b>2024</b>		<b>2023</b>	
		<b>Amount</b>	<b>%</b>	<b>Amount</b>	<b>%</b>
	<b>Operating Revenues (notes 6(n), (s) and 7):</b>				
4511	Construction revenue	\$ 8,739,458	100	30,574,496	100
4521	Engineering service revenue	26,568	-	91,022	-
4800	Other operating revenue	21,945	-	18,423	-
		<u>8,787,971</u>	<u>100</u>	<u>30,683,941</u>	<u>100</u>
5000	<b>Operating costs (note 7)</b>	<u>4,820,023</u>	<u>55</u>	<u>19,402,845</u>	<u>63</u>
	<b>Gross profit from operations</b>	<u>3,967,948</u>	<u>45</u>	<u>11,281,096</u>	<u>37</u>
	<b>Operating expenses:</b>				
6100	Selling expenses (notes 6(h), (t) and 7)	729,493	8	1,447,617	5
6200	Administrative expenses (notes 6(t) and 7)	352,327	4	356,226	1
		<u>1,081,820</u>	<u>12</u>	<u>1,803,843</u>	<u>6</u>
	<b>Operating income</b>	<u>2,886,128</u>	<u>33</u>	<u>9,477,253</u>	<u>31</u>
	<b>Non-operating income and expenses (notes 6(u) and 7):</b>				
7100	Interest income	84,072	1	50,944	-
7010	Other income	28,706	-	17,741	-
7020	Other gains and losses	(96,841)	(1)	39,424	-
7050	Finance costs	(148,998)	(2)	(225,521)	(1)
	<b>Total non-operating income and expenses</b>	<u>(133,061)</u>	<u>(2)</u>	<u>(117,412)</u>	<u>(1)</u>
	<b>Profit from continuing operations before tax</b>	2,753,067	31	9,359,841	30
7950	<b>Less: Income tax expenses (note 6(p))</b>	<u>495,097</u>	<u>5</u>	<u>1,658,295</u>	<u>5</u>
	<b>Profit</b>	<u>2,257,970</u>	<u>26</u>	<u>7,701,546</u>	<u>25</u>
8300	<b>Other comprehensive income:</b>				
8310	<b>Components of other comprehensive income that will not be reclassified to profit or loss</b>				
8316	Unrealized gains from (losses on) investments in equity instruments measured at fair value through other comprehensive income	<u>123,526</u>	<u>1</u>	<u>55,113</u>	<u>-</u>
8300	<b>Other comprehensive income (net after tax)</b>	<u>123,526</u>	<u>1</u>	<u>55,113</u>	<u>-</u>
8500	<b>Total comprehensive income</b>	<u>\$ 2,381,496</u>	<u>27</u>	<u>7,756,659</u>	<u>25</u>
	<b>Earnings per share (note 6(r))</b>				
9750	Basic earnings per share (NT dollars)	<u>\$ 2.28</u>		<u>7.76</u>	
9850	Diluted earnings per share (NT dollars)	<u>\$ 2.27</u>		<u>7.76</u>	

See accompanying notes to consolidated financial statements.

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)  
**RUN LONG CONSTRUCTION CO., LTD. AND SUBSIDIARIES**

**Consolidated Statements of Changes in Equity**  
**For the years ended December 31, 2024 and 2023**  
**(Expressed in Thousands of New Taiwan Dollars)**

	Equity attributable to owners of parent					Total other equity interest	Total equity
	Share capital		Retained earnings			Unrealized gains (losses) on financial assets measured at fair value through other comprehensive income	
	Ordinary shares	Capital surplus	Legal reserve	Unappropriated retained earnings	Total retained earnings		
<b>Balance on January 1, 2023</b>	\$ 4,510,261	22,601	1,068,459	291,432	1,359,891	130,574	6,023,327
Profit	-	-	-	7,701,546	7,701,546	-	7,701,546
Other comprehensive income	-	-	-	-	-	55,113	55,113
Total comprehensive income	-	-	-	7,701,546	7,701,546	55,113	7,756,659
Appropriation and distribution of retained earnings:							
Legal reserve appropriated	-	-	15,663	(15,663)	-	-	-
Cash dividends of ordinary share	-	-	-	(270,616)	(270,616)	-	(270,616)
Other changes in capital surplus	-	1,253	-	-	-	-	1,253
Balance on December 31, 2023	4,510,261	23,854	1,084,122	7,706,699	8,790,821	185,687	13,510,623
Profit	-	-	-	2,257,970	2,257,970	-	2,257,970
Other comprehensive income	-	-	-	-	-	123,526	123,526
Total comprehensive income	-	-	-	2,257,970	2,257,970	123,526	2,381,496
Appropriation and distribution of retained earnings:							
Legal reserve appropriated	-	-	770,155	(770,155)	-	-	-
Cash dividends of ordinary share	-	-	-	(1,353,078)	(1,353,078)	-	(1,353,078)
Stock dividends of ordinary share	5,412,314	-	-	(5,412,314)	(5,412,314)	-	-
Other changes in capital surplus	-	883	-	-	-	-	883
<b>Balance on December 31, 2024</b>	<b>\$ 9,922,575</b>	<b>24,737</b>	<b>1,854,277</b>	<b>2,429,122</b>	<b>4,283,399</b>	<b>309,213</b>	<b>14,539,924</b>

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)  
**RUN LONG CONSTRUCTION CO., LTD. AND SUBSIDIARIES**

**Consolidated Statements of Cash Flows**

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

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

	<u>2024</u>	<u>2023</u>
<b>Cash flows from (used in) operating activities:</b>		
<b>Profit before tax</b>	\$ 2,753,067	9,359,841
<b>Adjustments:</b>		
<b>Adjustments to reconcile profit (loss):</b>		
Depreciation	60,522	53,625
Amortization	5,699	4,776
Interest expense	148,998	225,521
Interest income	(84,072)	(50,944)
Dividend income	(8,026)	(7,231)
Gain on disposal of property, plant and equipment	(4)	(767)
Gain on disposal of investment properties	(34,302)	-
Gain on lease modifications	(16)	(2)
<b>Total adjustments to reconcile profit (loss)</b>	<u>88,799</u>	<u>224,978</u>
<b>Changes in operating assets and liabilities:</b>		
Decrease in contract assets	27,358	21,648
Decrease (increase) in notes receivable	271,828	(434,921)
Decrease in accounts receivable	95,704	1,064,568
Increase in other receivables	(34)	(111)
Decrease (increase) in inventories (construction)	(7,745,413)	10,830,856
Decrease (increase) in prepayments	(238,251)	529,831
Decrease (increase) in other current assets	(2,307)	11,893
Increase in other financial assets—current	(1,245,257)	(1,003,902)
Decrease (increase) in assets recognized as incremental costs to obtain contract with customers	(218,617)	634,117
Increase in other financial assets—non-current	(4,284)	(209)
Increase in other non-current assets	(303,779)	-
Increase (decrease) in contract liabilities	1,120,877	(3,118,347)
Increase (decrease) in accounts payable	(179,011)	737,278
Decrease in accounts payable to related parties	(2,448)	(59,260)
Increase (decrease) in other payables	(321,266)	203,260
Increase (decrease) in provisions	(2,436)	30,112
Decrease in other current liabilities	(116,761)	(143,734)
Increase in provisions—non-current	167,080	-
<b>Total adjustments</b>	<u>(8,608,218)</u>	<u>9,528,057</u>
<b>Cash inflow (outflow) generated from operations</b>	(5,855,151)	18,887,898
<b>Income taxes paid</b>	<u>(1,833,752)</u>	<u>(264,616)</u>
<b>Net cash flows from (used in) operating activities</b>	<u>(7,688,903)</u>	<u>18,623,282</u>

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)  
**RUN LONG CONSTRUCTION CO., LTD. AND SUBSIDIARIES**

**Consolidated Statements of Cash Flows (CONT'D)**

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

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

	<u>2024</u>	<u>2023</u>
<b>Cash flows from investing activities:</b>		
Acquisition of financial assets at fair value through other comprehensive income	-	(5,800)
Acquisition of property, plant and equipment	(5,095)	(4,811)
Proceeds from disposal of property, plant and equipment	4	1,143
Acquisition of intangible assets	(4,175)	(5,492)
Proceeds from disposal of investment properties	169,590	-
Interest received	82,809	49,660
Dividends received	8,026	7,231
<b>Net cash flows from investing activities</b>	<u>251,159</u>	<u>41,931</u>
<b>Cash flows from (used in) financing activities:</b>		
Increase in short-term borrowings	11,720,900	7,053,000
Decrease in short-term borrowings	(3,368,932)	(20,581,216)
Increase in short-term notes and bills payable	11,981,800	11,402,900
Decrease in short-term notes and bills payable	(11,373,800)	(10,627,600)
Proceeds from issuing bonds	5,520,000	-
Repayments of bonds	(5,900,000)	-
Repayments of long-term borrowings	(25,829)	(25,410)
Payment of lease liabilities	(35,271)	(29,691)
Other financial assets—current	5,099,510	(2,637,161)
Other financial assets—non-current	(1,994,351)	(260,708)
Cash dividends paid	(1,353,078)	(270,616)
Interest paid	(555,197)	(742,119)
<b>Net cash flows from (used in) financing activities</b>	<u>9,715,752</u>	<u>(16,718,621)</u>
<b>Net increase in cash and cash equivalents</b>	2,278,008	1,946,592
<b>Cash and cash equivalents at beginning of period</b>	4,199,162	2,252,570
<b>Cash and cash equivalents at end of period</b>	<u><u>\$ 6,477,170</u></u>	<u><u>4,199,162</u></u>

See accompanying notes to consolidated financial statements.

## Attachment III

### Independent Auditor's Report



安侯建業聯合會計師事務所

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### Independent Auditors' Report

To the Board of Directors of Run Long Construction Co., Ltd.:

#### Opinion

We have audited the financial statements of Run Long Construction Co., Ltd. ("the Company"), which comprise the balance sheets as of December 31, 2024 and 2023, the statements of comprehensive income, changes in equity and cash flows for the years then ended and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2024 and 2023, and its financial performance and its cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

#### 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 for our opinion.

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the parent company only financial statements for the year ended December 31, 2024. These matters were addressed in the context of our audit of the parent company only financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

##### 1. Appropriateness of the timing of revenue recognition from building and land sales

Please refer to note 4(m), and 6(s) of the financial statements for the accounting policy on revenue recognition and the details of revenue.

##### Description of key audit matter

The real estate industry, in which the Company is into, is recognized its sales revenue upon the transfer of ownership of the real estate and the actual delivery of the housing unit. Since there is a large number of sales of premises in the construction industry, in order to confirm the validity of the timing of the sales revenue recognition, the Company needs to examine the transfer of ownership and delivery housing data for all of transaction to recognize the sales revenue, which usually involves tremendous manual efforts. Therefore, the recognition of sales revenue is one of the most important evaluation in performing our audit procedures.

#### Auditing procedures performed

Our principal audit procedures included the following:

- We test the effectiveness of the design and implementing the internal control system of sales revenue.
- Perform substantive tests, sample inspections of sales contracts, real estate ownership transfer documents, and delivery housing data, and check sales data and general ledger details.
- Test the samples of sales transaction before and after the end of the year to ensure the correctness of sales revenue.

#### 2. Inventory valuation

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

#### Description of key audit matter

The inventory of Company is an important asset for operations, and its amount accounts for 61% of the total assets; the inventory evaluation is handled in accordance with the International Accounting Standards Bulletin No. 2, if the net realizable value evaluation is inappropriate, it will cause false expression in financial reports. Therefore, the inventory evaluation test is one of the important evaluation items for the accountant to perform the Company's financial report audit.

#### Auditing procedures performed

Our principal audit procedures included the following: We understand the Company's operating and accounting procedures for inventory valuation; Obtain the Company management's data of inventory valuation; verify and inspect market value of the afore mentioned information. The net realizable value can be assessed in the following ways: through reviewing the recent selling price of the premises, by inquiring the selling price of premises nearby from the "Actual Selling Price of Real Estate" website, or by obtaining project investment analysis tables, inspecting and recalculating the net realizable value of inventory to ensure if it is adequate.

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

KPMG

Taipei, Taiwan (Republic of China)

March 10, 2025

#### **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.

**RUN LONG CONSTRUCTION CO., LTD.**

## December 31, 2024 and 2023

<u>December 31, 2024</u>		<u>December 31, 2023</u>	
Amount	%	Amount	%

### Liabilities and Equity

<u>December 31, 2024</u>		<u>December 31, 2023</u>	
Amount	%	Amount	%

See accompanying notes to parent company only financial statements.

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

**RUN LONG CONSTRUCTION CO., LTD.**

**Statements of Comprehensive Income**

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

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

		<b>2024</b>		<b>2023</b>	
		<b>Amount</b>	<b>%</b>	<b>Amount</b>	<b>%</b>
<b>Operating Revenues (notes 6(n), (s) and 7):</b>					
4511	Construction revenue	\$ 8,739,458	100	30,574,496	100
4800	Other operating revenue	21,945	-	18,423	-
		<u>8,761,403</u>	<u>100</u>	<u>30,592,919</u>	<u>100</u>
5000	<b>Operating costs (note 7)</b>	<u>4,894,125</u>	<u>56</u>	<u>19,587,114</u>	<u>64</u>
	<b>Gross profit from operations</b>	<u>3,867,278</u>	<u>44</u>	<u>11,005,805</u>	<u>36</u>
<b>Operating expenses:</b>					
6100	Selling expenses (notes 6(i) and 7)	729,243	8	1,447,617	5
6200	Administrative expenses (notes 6(t) and 7)	259,556	3	250,448	1
		<u>988,799</u>	<u>11</u>	<u>1,698,065</u>	<u>6</u>
	<b>Operating income</b>	<u>2,878,479</u>	<u>33</u>	<u>9,307,740</u>	<u>30</u>
<b>Non-operating income and expenses: (notes 6(u) and 7)</b>					
7100	Interest income	75,509	1	43,183	-
7010	Other income	28,883	-	17,870	-
7020	Other gains and losses	(107,919)	(1)	21,905	-
7050	Finance costs	(123,433)	(2)	(218,536)	(1)
7070	Share of profit (loss) of associates and joint ventures accounted for using equity method	(11,299)	-	168,977	1
		<u>(138,259)</u>	<u>(2)</u>	<u>33,399</u>	<u>-</u>
	<b>Profit from continuing operations before tax</b>	2,740,220	31	9,341,139	30
7950	<b>Less: Income tax expenses (note 6(p))</b>	<u>482,250</u>	<u>5</u>	<u>1,639,593</u>	<u>5</u>
	<b>Profit</b>	<u>2,257,970</u>	<u>26</u>	<u>7,701,546</u>	<u>25</u>
8300	<b>Other comprehensive income:</b>				
8310	<b>Components of other comprehensive income that will not be reclassified to profit or loss</b>				
8316	Unrealized gains from (loss on) investments in equity instruments measured at fair value through other comprehensive income	123,526	1	55,113	-
8300	<b>Other comprehensive income (net after tax)</b>	<u>123,526</u>	<u>1</u>	<u>55,113</u>	<u>-</u>
8500	<b>Total comprehensive income</b>	<u>\$ 2,381,496</u>	<u>27</u>	<u>7,756,659</u>	<u>25</u>
<b>Earnings per share (note 6(r))</b>					
9750	Basic earnings per share (NT dollars)	<u>\$ 2.28</u>		<u>7.76</u>	
	Diluted earnings per share (NT dollars)	<u>\$ 2.27</u>		<u>7.76</u>	

See accompanying notes to parent company only financial statements.

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

**RUN LONG CONSTRUCTION CO., LTD.**

**Statements of Changes in Equity**

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

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

	Share capital		Retained earnings			Total other equity interest	
	Ordinary shares	Capital surplus	Legal reserve	Unappropriated retained earnings	Total retained earnings	Unrealized gains (losses) on financial assets measured at fair value through other comprehensive income	Total equity
<b>Balance on January 1, 2023</b>	\$ 4,510,261	22,601	1,068,459	291,432	1,359,891	130,574	6,023,327
Profit	-	-	-	7,701,546	7,701,546	-	7,701,546
Other comprehensive income	-	-	-	-	-	55,113	55,113
Total comprehensive income	-	-	-	7,701,546	7,701,546	55,113	7,756,659
Appropriation and distribution of retained earnings:							
Legal reserve appropriated	-	-	15,663	(15,663)	-	-	-
Cash dividends of ordinary share	-	-	-	(270,616)	(270,616)	-	(270,616)
Other changes in capital surplus	-	1,253	-	-	-	-	1,253
Balance on December 31, 2023	4,510,261	23,854	1,084,122	7,706,699	8,790,821	185,687	13,510,623
Profit	-	-	-	2,257,970	2,257,970	-	2,257,970
Other comprehensive income	-	-	-	-	-	123,526	123,526
Total comprehensive income	-	-	-	2,257,970	2,257,970	123,526	2,381,496
Appropriation and distribution of retained earnings:							
Legal reserve appropriated	-	-	770,155	(770,155)	-	-	-
Cash dividends of ordinary share	-	-	-	(1,353,078)	(1,353,078)	-	(1,353,078)
Stock dividends of ordinary share	5,412,314	-	-	(5,412,314)	(5,412,314)	-	-
Other changes in capital surplus	-	883	-	-	-	-	883
<b>Balance on December 31, 2024</b>	<b>\$ 9,922,575</b>	<b>24,737</b>	<b>1,854,277</b>	<b>2,429,122</b>	<b>4,283,399</b>	<b>309,213</b>	<b>14,539,924</b>

See accompanying notes to parent company only financial statements.

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

**RUN LONG CONSTRUCTION CO., LTD.**

**Statements of Cash Flows**

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

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

	<b>2024</b>	<b>2023</b>
<b>Cash flows from (used in) operating activities:</b>		
Profit before tax	\$ 2,740,220	9,341,139
Adjustments:		
Adjustments to reconcile profit (loss):		
Depreciation	59,553	52,837
Amortization	2,186	2,060
Interest expense	123,433	218,536
Interest income	(75,509)	(43,183)
Dividend income	(8,026)	(7,231)
Share of profit (loss) of subsidiaries, associates and joint ventures accounted for using equity method	11,299	(168,977)
Gain on disposal of property, plant and equipment	(4)	(768)
Gain on disposal of investment properties	(32,980)	-
Gain on lease modifications	(16)	(2)
<b>Total adjustments to reconcile profit (loss)</b>	<b>79,936</b>	<b>53,272</b>
<b>Changes in operating assets and liabilities:</b>		
Changes in operating assets:		
Decrease (increase) in notes receivable	271,828	(434,921)
Decrease in accounts receivable	83,596	1,060,999
Decrease (increase) decrease in other receivables	(51)	338
Decrease (increase) in inventories (construction)	(4,404,537)	11,101,327
Decrease (increase) in prepayments	(82,249)	473,029
Decrease in other current assets	2,827	8,040
Increase in other financial assets—current	(1,244,813)	(1,004,842)
Decrease (increase) in assets recognized as incremental costs to obtain contract with customers	(218,617)	634,117
Increase in other financial assets—non-current	(3,639)	(55)
Increase in other non-current assets	(303,779)	-
<b>Total changes in operating assets</b>	<b>(5,899,434)</b>	<b>11,838,032</b>
Changes in operating liabilities:		
Increase (decrease) in contract liabilities	1,120,970	(3,118,346)
Increase in accounts payable	52,425	286,748
Increase (decrease) in accounts payable to related parties	127,649	(25,012)
Increase (decrease) in other payables	(310,915)	198,425
Increase in provisions	107	60
Decrease in other current liabilities	(121,854)	(143,989)
Increase in provisions—non-current	167,080	-
<b>Total changes in operating liabilities</b>	<b>1,035,462</b>	<b>(2,802,114)</b>
<b>Total changes in operating assets and liabilities</b>	<b>(4,863,972)</b>	<b>9,035,918</b>
<b>Total adjustments</b>	<b>(4,784,036)</b>	<b>9,089,190</b>
Cash inflow (outflow) generated from operations	(2,043,816)	18,430,329
Income taxes paid	(1,810,568)	(235,321)
<b>Net cash flows from (used in) operating activities</b>	<b>(3,854,384)</b>	<b>18,195,008</b>

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

**RUN LONG CONSTRUCTION CO., LTD.**

**Statements of Cash Flows (CONT'D)**

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

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

	<u>2024</u>	<u>2023</u>
<b>Cash flows from (used in) investing activities:</b>		
Acquisition of financial assets at fair value through other comprehensive income	-	(5,800)
Acquisition of investments accounted for using equity method	-	(1,000,000)
Acquisition of property, plant and equipment	(4,380)	(3,384)
Proceeds from disposal of property, plant and equipment	4	1,143
Acquisition of intangible assets	(1,360)	(2,025)
Proceeds from disposal of investment properties	169,590	-
Interest received	73,990	42,118
Dividends received	108,026	101,231
<b>Net cash flows from (used in) investing activities</b>	<u>345,870</u>	<u>(866,717)</u>
<b>Cash flows from (used in) financing activities:</b>		
Increase in short-term borrowings	8,844,000	6,853,000
Decrease in short-term borrowings	(2,668,932)	(20,181,216)
Increase in short-term notes and bills payable	11,381,800	11,102,900
Decrease in short-term notes and bills payable	(10,973,800)	(10,227,600)
Proceeds from issuing bonds	5,520,000	-
Repayments of bonds	(5,900,000)	-
Repayments of long-term borrowings	(25,829)	(25,410)
Other financial assets — current	4,739,510	(2,277,161)
Other financial assets — non-current	(1,994,351)	(260,708)
Payment of lease liabilities	(35,271)	(29,691)
Cash dividends paid	(1,353,078)	(270,616)
Interest paid	(533,974)	(735,324)
<b>Net cash flows from (used in) financing activities</b>	<u>7,000,075</u>	<u>(16,051,826)</u>
<b>Net increase in cash and cash equivalents</b>	3,491,561	1,276,465
<b>Cash and cash equivalents at beginning of period</b>	<u>2,202,355</u>	<u>925,890</u>
<b>Cash and cash equivalents at end of period</b>	<u><u>\$ 5,693,916</u></u>	<u><u>2,202,355</u></u>

See accompanying notes to parent company only financial statements.

## Attachment IV

### RUN LONG CONSTRUCTION CO., LTD. Table of Amendments to the Articles of Incorporation

Provision after amendment	Current provision	Reason for amendment
<p>Article 29</p> <p>If the Company reports a profit for the year, not less than 0.1% of the profit shall be allocated as employee remuneration (<u>of which no less than 10% shall be distributed to junior employees</u>), and not more than 1% shall be allocated as directors' remuneration. The distribution shall be resolved by the Board of Directors and reported to the shareholders' meeting. However, if the Company still has accumulated losses, the compensation amount shall be reserved in advance.</p> <p>The employee remuneration <u>and junior employee</u> remuneration may be determined by shares or cash and its receiving parties must include its serving employees in accordance who meet certain criteria established by the board of directors.</p>	<p>Article 29</p> <p>If the Company records a profit in a year, it shall set aside not less than 0.1% of the profit as remuneration to employees and not more than 1% of the profit as remuneration to directors. The remuneration shall be distributed after the resolution of the Board of Directors and reported to the shareholders' meeting. However, if the Company still has accumulated losses, the compensation amount shall be reserved in advance.</p> <p>The employee remuneration may be determined by shares or cash and its receiving parties must include its serving employees in accordance who meet certain criteria established by the board of directors.</p>	<p>This revision is made in accordance with the amendment to Article 14, Paragraph 6 of the Securities and Exchange Act.</p>
<p>Article 33</p> <p>The Articles of Incorporation were established on December 27, 1976. The 1st amendment was made on January 2, 1980.</p>	<p>Article 33</p> <p>The Articles of Incorporation were established on December 27, 1976. The 1st amendment was made on January 2, 1980.</p>	<p>The date and ordinal number of this amendment are added.</p>



Provision after amendment	Current provision	Reason for amendment
(Omitted) The 40th amendment was made on June 13, 2024. <u>The 41st amendment was made on June 17, 2025.</u>	(Omitted) The 40th amendment was made on June 13, 2024.	

## Appendix I

### RUN LONG CONSTRUCTION CO., LTD.

#### Articles of Incorporation

Approved by the annual general meeting held on June 13, 2024.

#### Chapter I General Provisions

Article 1 The company shall be organized in accordance with the provisions of the Company Act as RUN LONG CONSTRUCTION CO., LTD.

Article 2 The business scope of the Company is as follows:

1. C901010 Ceramic and Ceramic Products Manufacturing.
2. F106050 Wholesale of Pottery, Porcelain and Glassware.
3. F107010 Wholesale of Paints, Varnishes and Lacquers.
4. F207010 Retail Sale of Paints, Varnishes and Lacquers.
5. F107020 Wholesale of Dyes and Pigments.
6. F207020 Retail Sale of Dyeing Mills and Dyestuff.
7. C802200 Paints, Varnishes, Lacquers, Dyeing Mills and Dyestuff Manufacturing.
8. C901050 Manufacture of Cement and Concrete Products.
9. H701010 Housing and building development, lease, sale business.
10. H701050 Public Works Construction and Investment.
11. H701030 Funeral Places Lease Construction and Development.
12. H701060 Development industry of new towns and new communities.
13. JZ99050 Agency Services
14. I103060 Management Consulting.
15. I301010 Software Design Services.
16. F118010 Wholesale of Computer Software.
17. F119010 Wholesale of Electronic Materials.
18. JE01010 Rental and Leasing Activities.
19. F401010 International Trade.
20. F106010 Wholesale of Ironware.
21. F211010 Retail Sale of Construction Materials in Specialized Stores.
22. F107200 Wholesale of Chemistry Raw Material.
23. F207200 Retail sale of Chemistry Raw Material.
24. C805010 Manufacture of Plastic Sheets, Pipes and Tubes.
25. C805050 Industrial Plastic Products Manufacturing.
26. CB01010 Machinery and Equipment Manufacturing.

27. CB01030 Manufacture of Pollution Controlling Equipment.
28. J101030 Collection of Waste Disposing.
29. J101040 Waste Treatment.
30. F111090 Wholesale of Building Materials.
31. CA01070 Scrapped Car and Boat Dismantling and Scrap Iron and Steel Metal Processing.
32. CA01080 Aluminum Refinery Manufacturing.
33. CA02010 Manufacture of Metal Structure and Architectural Components.
34. C501040 Manufacture of Veneer Sheets and Wood-Based Panels.
35. J101060 Wastewater (Sewage) Treatment.
36. J101080 Resource Recycling.
37. J101090 Waste Disposal.
38. E604010 Machinery Installation.
39. F113010 Wholesale of Machinery.
40. F213080 Retail Sale of Machinery and Equipment.
41. F113100 Wholesale of Pollution Controlling Equipment.
42. F213100 Retail Sale of Pollution Controlling Equipment.
43. CA01090 Aluminum Manufacturing.
44. CA01100 Aluminum Rolling, Drawing and Extruding.
45. CA01110 Smelting and Refining of Copper.
46. CA01120 Copper Casting.
47. CA01130 Copper Rolling, Drawing and Extruding.
48. CA01990 Other Non-ferrous Metal Basic Industries.
49. H703090 Real Estate Commerce.
50. H703100 Real Estate Rental and Leasing.
51. H701080 Urban Renewal Reconstruction.
52. H701020 Industrial Factory Buildings Lease Construction and Development.
53. H701040 Specific Area Development.
54. F219010 Retail Sale of Electronic Materials.
55. F218010 Retail Sale of Computer Software.
56. F601010 Intellectual Property Rights.
57. I301020 Data Processing Services.
58. I301030 Electronic Information Supply Services.
59. ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.

Article 3     The Company is headquartered in Taipei City and shall, if necessary, establish branches in appropriate locations at home and abroad by resolution

of the Board of Directors in accordance with the law.

Article 3-1

Due to business needs, the Company may engage in external mutual guarantees with affiliated companies or peers, which is subject to the approval of the Board of Directors in accordance with the Company's Regulations Governing Making external Endorsements/Guarantees.

Article 4 When the Company invests in another company and becomes a limited liability shareholder, the total amount of its investments may exceed 40% of the Company's paid-in capital, which is not limited by Article 13 of the Company Act.

## Chapter II Shares

Article 6 The total authorized capital of the Company shall be NT\$12 billion, divided into 1.2 billion shares with a par value of NT\$10 each, to be issued in installments as determined by the Board of Directors based on actual needs.

Article 7 The Company issues owner-registered shares only, which are affixed with the signatures or personal seals of the director representing the Company, and shall be duly certified or authenticated by the bank which is competent to certify shares under the laws before issuance thereof.

The shares issued by the Company may be exempted from printing but shall be registered with a centralized securities depository.

Article 8 The shareholder shall use his/her own name. If the shareholder is a government agency or legal entity, his/her name shall be recorded, and no separate account name shall be set up or include only the representative. The shareholder shall include his/her real name or title, domicile or residence on the signature card as well as seal affixed to it, which shall be submitted to the Company for inspection, and the same shall apply in the event of any change. When the shareholder receives dividends or exercises other rights in writing, the affixed seal will be based on.

Article 9 The transfer, inheritance, gift, loss, destruction and other stock-related matters concerning the shareholders' shares are handled in accordance with the "Regulations Governing the Administration of Shareholder Services of Public Companies."

Article 10 Registration for transfer of shares shall be suspended for sixty days immediately before the day of an annual shareholders' meeting, for thirty days immediately before the day of any extraordinary general meeting of shareholders, and for five days before the day on which dividends or any

other benefit is scheduled to be paid by the Company. Other stock-related matters are handled in accordance with the "Regulations Governing the Administration of Shareholder Services of Public Companies."

### Chapter III Shareholders' Meetings

Article 11 The shareholders meeting is divided into a general meeting and an extraordinary general meeting:

1. The general meeting shall be convened once a year within 6 months after the end of the fiscal year by the Board of Directors in accordance with the law.
2. The extraordinary general meeting shall be held in accordance with the relevant laws when necessary.

#### Article 11-1

The Company may convene the shareholders' meeting by video or in other methods announced by the central competent authority. The conditions, operational procedures, and other compliance requirements for holding a virtual meeting shall be governed by the applicable regulations prescribed by the competent authority.

Article 12 The shareholders shall be notified of the date and place of the meeting and the reason for the meeting 30 days prior to the convening of the general meeting and 15 days prior to the convening of the extraordinary general meeting. The convening of an annual shareholders' meeting shall be publicly announced.

The notice of the shareholders' meeting may be given in the form of a public announcement for shareholders who own less than 1,000 shares.

Article 13 The Chairman shall chair the shareholders' meeting. Where the Chairman is on leave or unable to perform the duties for any reason, the Chairman shall designate a director to act on his/her behalf. In the absence of such a designation, the directors shall elect from among themselves an acting Chairman of the Board of Directors.

Article 14 Matters concerning a shareholder not being able to attend a shareholders' meeting for any reason shall be handled in accordance with Article 177 of the Company Act and Article 25-1 of the Securities and Exchange Act.

Article 15 The Company's shareholders shall be entitled to one vote for each share held, except when the shares are restricted shares or are deemed non-voting shares under the Company Act, Article 179, paragraph 2.

Unless otherwise provided by relevant laws and regulations, a resolution of

a shareholders' meeting shall be attended by the shareholders, who are present on behalf of a majority of the shareholders of the total number of issued shares.

Shareholders of the Company may also exercise their voting rights electronically. Shareholders exercising their voting rights electronically shall be deemed to be present in person and relevant matters shall be handled in accordance with the relevant laws and regulations.

- Article 16 The resolutions of the shareholders' meeting shall be signed or sealed by the chairperson, and the minutes shall be distributed to all shareholders within 20 days after the meeting. The summary and result of the motions in discussion and voting shall be noted in the meeting minutes on record. The meeting minutes on record, the sign-in book for tracking attendance of the Directors and a power of attorney for appointment of proxies shall be kept by the Company as required by Article 183 of the Company Act. The minutes referred to in the preceding paragraph shall be distributed by way of public announcement.

#### Chapter IV Directors and Audit Committee

- Article 17 The Company shall have 7 to 9 directors, and, by adopting the candidates' nomination system, shareholders shall elect the directors from among the nominees listed in the roster of director candidates. Each director shall hold a term of office for 3 years and shall be eligible for re-election. If the term of office of Directors expires and no election of a new Board could be held, the tenure for these directors shall be extended until a Board of Directors is elected and assumed office. If one-third of the seats of directors are left vacant or if all independent directors are dismissed, a shareholders' meeting shall be convened immediately to hold a by-election to fill the original term of office in accordance with the law. The total number of registered shares held by all directors of the Company shall not be less than a certain percentage of the total number of shares required to be issued by the competent authority.

#### Article 17-1

The number of directors of the Company shall not be less than three independent directors and less than one-third of the total number of directors.

The nomination and means of election of directors and independent directors and other compliance matters shall be handled in accordance with the applicable regulations of the competent authorities.

Article 18 When the directors organize a Board of Directors' meeting, it shall be attended by two-third of the total number of directors of a company. With approval by a majority of directors, they shall select from among themselves one person to serve as the chairperson. Internally, the Chairman is the chairperson of the shareholders' meeting and board meeting. Externally, the chairperson represents the Company and executes all affairs relating to the Company by following these Articles and resolutions approved by the shareholders and Board of Directors. Where the Chairman is unable to perform his/her duties for any reason, one of the directors shall be designated to act on behalf of the Chairman; where there is no such designation, the directors shall nominate one among themselves to presiding over the meeting.

In order to respond to major incidents or to meet the needs of the Company's operations, unless otherwise provided by law, the Chairman may adjust the Company's necessary bodies and their organizations, or hire consultants to determine business policies and operations associated with the Company. Subject to the approval of the Board of Directors, an additional vice Chairman may be created to assist the Chairman.

Article 19 The powers and functions of the board of directors are as follows:

1. Determination of business policies and supervision of business implementation.
2. The appointment and dismissal of managerial officers at all levels.
3. Review and approval of budget and account settlement.
4. Planning of earnings distribution or loss recovery and capital increase or decrease.
5. Approval of investments and loans to other companies and pledge of assets.
6. Establishment, adjustment and revocation of the Company's important organizations and review of important Articles of Incorporation and important contracts.
7. Approval of the acquisition and disposal of important properties.
8. Convening of shareholders' meetings.
9. Review of proposals and matters determined by the Chairman and proposed by the president.
10. Other powers and functions given by the law or the shareholders' meeting.

Article 20 Unless otherwise provided for in the Company Act, resolutions of the board meeting shall be adopted by a majority of the directors at a meeting attended by a majority of the directors. In case that directors are unable to attend such

meetings in person for any reason, they may appoint another director as the proxy to do so by issuing a proxy form, listing the scope of authority for the meeting. However, a director may act as the proxy of only one other director. In case a meeting of the Board of Directors is proceeded via a visual communication network, the directors taking part in such a visual communication meeting shall be deemed to have attended the meeting in person.

Article 20-1

A notice of the reason for convening a board meeting shall be given to each director and other persons who should be present seven days in advance. However, in case of emergency, it may be convened at any time.

The notice of convening a board meeting referred to in the preceding paragraph may be done so by writing, fax or email.

Article 21 Resolutions adopted at a board meeting shall be recorded in the minutes of the meeting, which shall be affixed with the chairman of the meeting's signature or seal and shall be distributed to all directors within twenty days after the close of the meeting. The said meeting minutes are handled in accordance with Article 183 of the Company Act.

Article 22 The Board of Directors shall be authorized to determine the remuneration of the Chairman and directors in accordance with the extent of their participation in and the value of their contributions to the operations of the Company and the light of the normal level of the industry.

The board of directors shall determine a fixed remuneration to independent directors in accordance with the principles of the preceding paragraph and shall not participate in the Company's remuneration distribution for the board of directors or other bonuses.

The Company shall purchase liability insurance for the directors.

Article 23 The Company shall establish an Audit Committee, composed of all independent directors, in accordance with Article 14-4 of the Securities Exchange Act. The Audit Committee or members of the Audit Committee shall carry out the functions and powers required to be exercised by supervisors under the Company Act, the Securities Exchange Act and other laws and regulations.

Article 24 Delete.

## Chapter V Managerial Officers

Article 25 The Company may have a president and several managerial officers. The president shall implement the Board of Directors' resolutions as ordered by



the Chairman and manage all affairs of the Company.

Article 26 The appointment, dismissal and remuneration of the Company's managerial officers shall be handled in accordance with Article 29 of the Company Act.

#### Chapter VI Accounting

Article 27 The Company's accounting year is January 1 to December 31 each year.

Article 28 The Company's Board of Directors shall prepare the following reports at the end of each accounting year. These reports shall be submitted to the Audit Committee for review 30 days prior to the annual shareholders' meeting. A report shall be issued for recognition at the annual shareholders' meeting.

1. the business report;
2. the financial statements; and
3. the surplus earning distribution or loss off-setting proposals.

Article 29 If the Company records a profit in a year, it shall set aside not less than one-thousandth of the profit as remuneration to employees and not more than one-hundredth of the profit as remuneration to directors. The remuneration shall be distributed after the resolution of the Board of Directors and reported to the shareholders' meeting. However, if the Company still has accumulated losses, the compensation amount shall be reserved in advance. The employee remuneration may be determined by shares or cash and its receiving parties must include its serving employees in accordance who meet certain criteria established by the board of directors.

#### Article 29-1

Where the Company made a profit in a fiscal year, the profit shall be first utilized for paying taxes, offsetting losses of previous years, setting aside as legal reserve 10% of the remaining profit, except when the legal reserve has reached the amount of the Company's paid-in capital. Depending on the Company's operation and legal requirements, special reserve may be set aside or reversed. The Company's Board of Directors shall use any remaining profit together with any undistributed retained earnings as the basis for proposing a distribution plan, which should be resolved in the shareholders' meeting for distribution of dividends and bonus to shareholders.

The Company's dividend policy shall take into the Company's financial structure, operating situation and capital budget, as well as the interests of shareholders and balance of dividends. The distributable earnings may be retained or paid in shares or cash. The amount of dividend distribution shall be maintained at between 10% and 100% of the current year's distributable

earnings. The dividends paid in cash shall be less than 10% of the total dividends distributed in the year.

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

Article 30 The issuance or transfer objects shall include employees of subsidiaries who match certain conditions for the Company issuing employee subscription certificate, issuing new stocks with restricted employee rights, issuing new stocks to employees, or repurchasing stocks and transferring to employees in accordance with the law. The Board of Directors is authorized to determine the conditions and method of purchase.

Article 31 The organization rules and handling details of the Company shall be separately prescribed by the Board of Directors.

Article 32 Matters not covered by the Articles of Incorporation shall be governed by the Company Act and other applicable laws.

Article 33 The Articles of Incorporation were established on December 27, 1976.

The 1st amendment was made on January 2, 1980.

The 2nd amendment was made on July 3, 1981.

The 3rd amendment was made on November 6, 1981.

The 4th amendment was made on October 20, 1983.

The 5th amendment was made on December 26, 1983.

The 6th amendment was made on January 20, 1984.

The 7th amendment was made on September 1, 1985.

The 8th amendment was made on September 10, 1986.

The 9th amendment was made on November 11, 1989

The 10th amendment was made on October 2, 1990.

The 11th amendment was made on June 20, 1992.

The 12th amendment was made on March 30, 1993.

The 13th amendment was made on April 10, 1995.

The 14th amendment was made on May 18, 1996.

The 15th amendment was made on July 31, 1997.

The 16th amendment was made on June 28, 1999.

The 17th amendment was made on June 30, 2000

The 18th amendment was made on April 30, 2001.

The 19th amendment was made on June 27, 2002.

The 20th amendment was made on April 28, 2003.  
The 21st amendment was made on April 5, 2004.  
The 22nd amendment was made on October 27, 2004.  
The 23rd amendment was made on May 25, 2005.  
The 24th amendment was made on June 15, 2006.  
The 25th amendment was made on June 13, 2007.  
The 26th amendment was made on June 13, 2008.  
The 27th amendment was made on June 10, 2009.  
The 28th amendment was made on June 18, 2010.  
The 29th amendment was made on June 3, 2011.  
The 30th amendment was made on June 5, 2012.  
The 31st amendment was made on June 11, 2013.  
The 32nd amendment was made on June 27, 2014.  
The 33rd amendment was made on June 11, 2015.  
The 34th amendment was made on June 13, 2016.  
The 35th amendment was made on June 15, 2017.  
The 36th amendment was made on June 11, 2018.  
The 37th amendment was made on June 10, 2019.  
The 38th amendment was made on June 9, 2020.  
The 39th amendment was made on June 9, 2022.  
The 40th amendment was made on June 13, 2024.

## Appendix II

### RUN LONG CONSTRUCTION CO., LTD. Rules of Procedures for Shareholders' Meetings

Approved by the shareholders' meeting held on June 13, 2024.

Article 1 The Rules are formulated in accordance with applicable regulations of the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies for the purpose of establishing a good governance system for shareholders' meetings of the Company, improving its supervisory functions and strengthening its management functions.

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

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

Unless otherwise provided in the Regulations Governing the Administration of Shareholder Services of Public Companies, a company that will convene a shareholders' meeting with video conferencing shall expressly provide for such meetings in its Articles of Incorporation and obtain a resolution of its board of directors. Furthermore, convening of a virtual-only shareholders' meeting shall require a resolution adopted by a majority vote at a meeting of the board of directors attended by at least two-thirds of the total number of directors.

Changes to how the Company convenes its shareholders meeting shall be resolved by the board of directors, and shall be made no later than mailing of the shareholders meeting notice.

Thirty days prior to the annual shareholders' meeting or fifteen days prior to the extraordinary annual shareholders' meeting, the Company shall prepare an electronic file for transmission to the Market Observation Post System containing the notice of the meeting of shareholders, a power of attorney, the reasons for the various resolutions related to the recognition, discussion, appointment or dismissal of directors and the explanatory data. The Company shall prepare electronic versions of the annual shareholders' meeting agenda and supplemental meeting materials and upload them to the MOPS before 21 days before the date of the annual shareholders' meeting or before 15 days before the date of the special shareholders meeting. If, however, the Company has the paid-in capital of NT\$10 billion or more as of the last day of the most current fiscal year, or total shareholding of foreign

shareholders and PRC shareholders reaches 30% or more as recorded in the register of shareholders of the annual shareholders' meeting held in the immediately preceding year, transmission of these electronic files shall be made by 30 days before the regular shareholders meeting.

In addition, before 15 days before the date of the shareholders' meeting, the Company shall also have prepared the shareholders' meeting agenda and supplemental meeting materials and made them available for review by shareholders at any time. The meeting agenda and supplemental materials shall also be displayed at the Company's premises and the professional shareholder services agent designated thereby.

The Company shall make the meeting agenda and supplemental meeting materials in the preceding paragraph available to shareholders for review in the following manner on the date of the shareholders' meeting:

- I. For physical shareholders meetings, to be distributed on-site at the meeting.
- II. For hybrid shareholders meetings, to be distributed on-site at the meeting and shared on the virtual meeting platform.
- III. For virtual-only shareholders meetings, electronic files shall be shared on the virtual meeting platform.

The notice and announcement shall state the reasons for convening the meeting; If the notice is approved by the other party, the notice shall be made electronically.

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

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

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

Prior to the date on which share transfer registration is suspended before the convention of an annual shareholders' meeting, the Company shall give a public notice announcing acceptance of proposal in writing or by way of electronic transmission, the place and the period for shareholders to submit proposals to be discussed at the meeting. The period for accepting such proposals shall not be less than ten (10) days.

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

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

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

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

be limited.

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

If, after a proxy form is delivered to the Company, a shareholder wishes to attend the shareholders' meeting online, a written notice of proxy cancellation shall be submitted to the Company two business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.

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

The restrictions on the place of the meeting shall not apply when the Company convenes a virtual-only shareholders meeting.

Article 6 The Company shall specify in its shareholders meeting notices the time during which attendance registrations for shareholders, solicitors and proxies (collectively "shareholders") 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. For virtual shareholders meetings, shareholders may begin to register on the virtual meeting platform 30 minutes before the meeting starts. Shareholders completing registration will be deemed as attend the shareholders meeting in person.

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 set up an autograph book for the attending shareholders to sign in, or the attending shareholders shall submit a sign-in card to sign in.

The Company shall furnish attending shareholders with the meeting handbook, annual report, attendance card, speaker's slips, voting slips, and other meeting materials. Where there is an election of Directors, pre-printed ballots shall also be furnished.

When the government or a juristic person is a shareholder, it may be represented by more than one representative at a shareholders' meeting. When a juristic person is appointed to attend as a proxy, it shall designate only one person to represent it in the meeting.

In the event of a virtual shareholders meeting, shareholders wishing to attend the meeting online shall register with the Company two days before the meeting date.

In the event of a virtual shareholders meeting, the Company shall upload the meeting agenda book, annual report and other meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.

#### Article 6-1

To convene a virtual shareholders meeting, the Company shall include the follow particulars in the shareholders meeting notice:

- I. Instructions on how shareholders may attend the virtual meeting and exercise their rights.
- II. Actions to be taken if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events, at least covering the following particulars:
  - (1) To what time the meeting is postponed or from what time the meeting will resume if the above obstruction continues and cannot be removed, and the date to which the meeting is postponed or on which the meeting will resume.
  - (2) Shareholders not having registered to attend the affected virtual shareholders meeting shall not attend the postponed or resumed session.



- (3) In case of a hybrid shareholders meeting, when the virtual meeting cannot be continued, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders meeting online, meets the minimum legal requirement for a shareholder meeting, then the shareholders meeting shall continue. The shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, and the shareholders attending the virtual meeting online shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders meeting.
- (4) Actions to be taken if the outcome of all proposals have been announced and extraordinary motion has not been carried out.

III. To convene a virtual-only shareholders meeting, appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders meeting online shall be specified. When the Company convenes a virtual-only shareholders' meeting, it shall also specify appropriate alternative measures available to shareholders who have difficulty taking part in the virtual-only shareholders' meeting. Except for the situations specified in Paragraph 6, Article 44-9 of the Regulations Governing the Administration of Shareholder Services of Public Companies, it shall at least provide said shareholders with connection facilities and necessary assistance, and shall specify the period during which shareholders may file applications with the Company and other related matters to be attended.

Article 7 The Chairman of the Board of Directors shall chair the meeting in the case that the Board of Directors convenes the meeting. If the Chairman of the Board of Directors is on leave or absent or cannot exercise his power and authority for any cause, the vice Chairman shall act on his behalf. In case there is no vice Chairman, or the vice Chairman is also on leave or absent or unable to exercise his power and authority for any cause, the Chairman of the Board of Directors shall designate one of the managing directors, or where there are no managing directors, one of the directors to act on his behalf. In the absence of such a designation, the managing directors or the directors shall elect from among themselves an acting Chairman of the Board of Directors.

When a managing director or a director serves as chair, as referred to in the preceding paragraph, the managing director or the director shall be one who has held that position for 6 months or more and understands the company's financial and business conditions. The same applies if the chair is a representative of a director of a corporation.

For shareholders' meetings convened by the Board of Directors, the Chairman should preside in person, and a majority of the directors of the Board of Directors should attend in person, and at least one representative of each functional committee members shall attend. The attendance shall be recorded in the minutes of the shareholders' meeting.

If a shareholders' meeting is convened by a convener other than the Board of Directors, the convener holding convening rights shall act as the chairperson of the shareholders' meeting. If there are more than two conveners, they shall elect one convener to act as the chairperson.

The Company may appoint its attorneys, certified public accountants, or related persons to attend the meeting in a non-voting capacity.

Article 8 The Company shall record or videotape the whole process of the shareholders' meeting

and keep it for at least one year. However, any action instituted by a shareholder pursuant to Article 189 of the Company Act shall be preserved until the conclusion of the action.

Where a shareholders meeting is held online, the Company shall keep records of shareholder registration, sign-in, check-in, questions raised, votes cast and results of votes counted by the Company, and continuously audio and video record, without interruption, the proceedings of the virtual meeting from beginning to end.

The information and audio and video recording in the preceding paragraph shall be properly kept by the Company during the entirety of its existence, and copies of the audio and video recording shall be provided to and kept by the party appointed to handle matters of the virtual meeting.

Where a shareholders' meeting is held via video conferencing, it is recommended that the Company also record the operation of the platform's backend interface by audio and video means.

Article 9 Attendance at a shareholders' meeting shall be calculated on the basis of shares. Attendance at shareholders' meetings shall be calculated based on the number of shares. The number of shares in attendance shall be calculated according to the shares indicated by the attendance book and sign-in cards handed in, and the shares checked in on the virtual meeting platform, plus

the number of shares whose voting rights are exercised by correspondence or electronically.

The chair shall call the meeting to order at the appointed meeting time and disclose information concerning the number of nonvoting shares and the number of shares represented by shareholders attending the meeting.

However, when the attending shareholders do not represent a majority of the total number of issued shares, the chairperson may announce a postponement, provided that no more than two such postponements, for a combined total of no more than 1 hour, may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one-third of the total number of issued shares, the chair shall declare the meeting adjourned. In the event of a virtual shareholders meeting, the Company shall also declare the meeting adjourned at the virtual meeting platform.

If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, Paragraph 1 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders meeting shall be convened within one month. In the event of a virtual shareholders meeting, shareholders intending to attend the meeting online shall re-register to the Company in accordance with Article 6.

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

Article 10 If a shareholders' meeting is convened by the Board of Directors, its agenda shall be prescribed by the Board of Directors. Each proposal (including extemporary motion and the amendment to the original agenda) shall be resolved one by one. The meeting shall be held in accordance with the scheduled agenda and shall not be changed without a resolution of the shareholders' meeting.

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

The chairperson shall not adjourn the meeting until the adjournment of the proceedings (including extemporary motions) referred to in the preceding

two paragraphs has been decided. If the chairperson announces the adjournment of the meeting in violation of the rules of procedure, the other members of the Board of Directors shall promptly assist the shareholders present at the meeting in the procedure prescribed by law and elect a chairperson by a majority vote of the shareholders present at the meeting to continue the meeting.

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

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

If a shareholder attending the meeting only raises a speech note but does not speak, he/she shall be deemed not to have spoken. When the content of the speech does not correspond to the subject given on the speaker's slip, the spoken content shall prevail.

A shareholder may not speak more than twice on the same proposal, except with the chair's consent, and a single speech may not exceed 5 minutes. However, if the shareholder's speech violates the rules or exceeds the scope of the agenda item, the chair may terminate the speech.

When an attending shareholder gives a speech, other shareholders shall not interfere with their speeches except with the consent of the chairperson and the speakers. Violators shall be stopped by the chairperson.

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

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

Where a virtual shareholders meeting is convened, shareholders attending the virtual meeting online may raise questions in writing at the virtual meeting platform from the chair declaring the meeting open until the chair declaring the meeting adjourned. No more than two questions for the same proposal may be raised. Each question shall contain no more than 200 words. The regulations in paragraphs 1 to 5 do not apply.

As long as questions so raised in accordance with the preceding paragraph

are not in violation of the regulations or beyond the scope of a proposal, it is advisable the questions be disclosed to the public at the virtual meeting platform.

Article 12 Voting at shareholders' meetings shall be calculated based on the number of shares.

The number of shares of non-voting shareholders as resolved at a shareholders' meeting shall not be included in the total number of issued shares.

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

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

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

Article 13 A shareholder shall be entitled to one vote for each share held, except when the shares are restricted shares or are deemed non-voting shares under the Company Act, Article 179, paragraph 2.

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

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

After a shareholder has exercised voting rights by correspondence or electronic means, in the event the shareholder intends to attend the shareholders meeting in person or online, a written declaration of intent to retract the voting rights already exercised under the preceding paragraph shall be made known to the Company, by the same means by which the voting rights were exercised, before two business days before the date of the shareholders meeting. If the notice of retraction is submitted after that time, the voting rights already exercised by correspondence or electronic means shall prevail. If the voting right is exercised in writing or electronically and the proxy is entrusted to attend the shareholders' meeting, the voting right exercised by the proxy shall prevail.

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

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

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

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

When the Company convenes a virtual shareholders meeting, after the chair declares the meeting open, shareholders attending the meeting online shall cast votes on proposals and elections on the virtual meeting platform before the chair announces the voting session ends or will be deemed abstained from voting.

In the event of a virtual shareholders meeting, votes shall be counted at once after the chair announces the voting session ends, and results of votes and elections shall be announced immediately.

When the Company convenes a hybrid shareholders meeting, if shareholders who have registered to attend the meeting online in accordance with Article 6 decide to attend the physical shareholders meeting in person, they shall revoke their registration two days before the shareholders meeting in the same manner as they registered. If their registration is not revoked within the time limit, they may only attend the shareholders meeting online.

When shareholders exercise voting rights by correspondence or electronic means, unless they have withdrawn the declaration of intent and attended the shareholders meeting online, except for extraordinary motions, they will not exercise voting rights on the original proposals or make any amendments to the original proposals or exercise voting rights on amendments to the original proposal.

Article 14 The election of Directors at a shareholders' meeting shall be held in accordance with the applicable election and appointment rules adopted by the Company, and the voting results shall be announced on the spot immediately, including the names of those elected as Directors and the numbers of votes they received.

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

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

The minutes referred to in the preceding Paragraph shall be distributed by way of an announcement entered by the Company into the Market Observation Post System.

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

When a shareholders' meeting is convened virtually, in addition to the required items to be recorded in the meeting minutes pursuant to the preceding paragraph, the minutes shall also specify the meeting's start and

end time, the method of convening, the names of the chairperson and the recorder, and the handling measures and circumstances in the event of disruptions to the video conferencing platform or shareholders' participation due to natural disasters, incidents, or other force majeure events.

When convening a virtual-only shareholder meeting, other than compliance with the requirements in the preceding paragraph, the Company shall specify in the meeting minutes alternative measures available to shareholders with difficulties in attending a virtual-only shareholders' meeting online.

Article 16 On the day of a shareholders meeting, the Company shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation, the number of shares represented by proxies and the number of shares represented by shareholders attending the meeting by correspondence or electronic means, and shall make an express disclosure of the same at the place of the shareholders meeting. In the event of a virtual shareholders meeting, the Company shall upload the above meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.

During the Company's virtual shareholders meeting, when the meeting is called to order, the total number of shares represented at the meeting shall be disclosed on the virtual meeting platform. The same shall apply whenever the total number of shares represented at the meeting and a new tally of votes is released during the meeting.

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

Article 17 Staff handling administrative affairs of a shareholders' meeting shall wear identification cards or armbands.

The chairperson shall direct the proctors or security personnel to assist in maintaining order at the meeting. When proctors (or security personnel) help maintain order at the meeting place, they shall wear an identification card or armband bearing the word "Proctor" or identification cards.

If the meeting venue is equipped with amplification equipment, the chairperson shall stop others from speaking with the Company's equipment



than shareholders.

When a shareholder violates the Rules and Procedures and defies the chairperson's instruction, obstructing the proceedings and refusing to heed calls to stop, the chairperson may direct the proctors or security personnel to escort the shareholder from the meeting.

Article 18 When a meeting is in progress, the chairperson may announce a break based on time considerations. If a force majeure event occurs, the chairperson may rule the meeting temporarily suspended and announce a time when, in view of the circumstances, the meeting will be resumed.

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

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

Article 19 In the event of a virtual shareholders meeting, the Company shall disclose real-time results of votes and election immediately after the end of the voting session on the virtual meeting platform according to the regulations, and this disclosure shall continue at least 15 minutes after the chair has announced the meeting adjourned.

Article 20 When the Company convenes a virtual-only shareholders meeting, both the chair and secretary shall be in the same location, and the chair shall declare the address of their location when the meeting is called to order.

Article 21 In the event of a virtual shareholders meeting, the Company may offer a simple connection test to shareholders prior to the meeting, and provide relevant real-time services before and during the meeting to help resolve communication technical issues.

In the event of a virtual shareholders meeting, when declaring the meeting open, the chair shall also declare, unless under a circumstance where a meeting is not required to be postponed to or resumed at another time under Article 44-20, Paragraph 4 of the Regulations Governing the Administration of Shareholder Services of Public Companies, if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events before the chair has announced the meeting adjourned, and the obstruction continues for more than 30 minutes, the meeting shall be postponed to or resumed on another date within five days, in which case Article 182 of the Company Act shall not apply.

For a meeting to be postponed or resumed as described in the preceding

paragraph, shareholders who have not registered to participate in the affected shareholders meeting online shall not attend the postponed or resumed session.

For a meeting to be postponed or resumed under the second paragraph, the number of shares represented by, and voting rights and election rights exercised by the shareholders who have registered to participate in the affected shareholders meeting and have successfully signed in the meeting, but do not attend the postpone or resumed session, at the affected shareholders meeting, shall be counted towards the total number of shares, number of voting rights and number of election rights represented at the postponed or resumed session.

During a postponed or resumed session of a shareholders meeting held under the second paragraph, no further discussion or resolution is required for proposals for which votes have been cast and counted and results have been announced, or list of elected directors and supervisors.

When the Company convenes a hybrid shareholders meeting, and the virtual meeting cannot continue as described in second paragraph, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders meeting online, still meets the minimum legal requirement for a shareholder meeting, then the shareholders meeting shall continue, and not postponement or resumption thereof under the second paragraph is required.

Under the circumstances where a meeting should continue as in the preceding paragraph, the shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, provided these shareholders shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders meeting.

When postponing or resuming a meeting according to the second paragraph, the Company shall handle the preparatory work based on the date of the original shareholders meeting in accordance with the requirements listed under Article 44-20, paragraph 7 of the Regulations Governing the Administration of Shareholder Services of Public Companies.

For dates or period set forth under Article 12, second half, and Article 13, paragraph 3 of Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies, and Article 44-5, paragraph 2, Article 44-15, and Article 44-17, paragraph 1 of the Regulations Governing the Administration of Shareholder Services of Public Companies, The Company shall handle the matter based on the date of the shareholders meeting that is postponed or resumed under the second paragraph.

- Article 22 When convening a virtual-only shareholders meeting, the Company shall provide appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders meeting online. When the Company convenes a virtual-only shareholders' meeting, it shall also specify appropriate alternative measures available to shareholders who have difficulty taking part in the virtual-only shareholders' meeting. Except for the situations specified in Paragraph 6, Article 44-9 of the Regulations Governing the Administration of Shareholder Services of Public Companies, it shall at least provide said shareholders with connection facilities and necessary assistance, and shall specify the period during which shareholders may file applications with the Company and other related matters to be attended.
- Article 23 Matters not provided in these Rules and Procedures shall be handled in accordance with the relevant provisions of the Company Act, the Company's Articles of Incorporation and other applicable laws and regulations.
- Article 24 These Rules and Procedures, and any amendments hereto, shall be implemented from the date the Shareholders' Meeting adopts it.

## Appendix III

### RUN LONG CONSTRUCTION CO., LTD.

#### Regulations for Election of Directors

Approved by the shareholders' meeting held on August 16, 2021.

- Article 1 Unless otherwise provided in laws, The election of directors of the Company shall be governed by the Rules.
- Article 2 The election of directors of the Company shall be handled in accordance with the candidates' nomination system stipulated in Article 192-1 of the Company Act.
- Article 3 The election of directors of the Company adopts the cumulative voting method by a single name. Each share will have voting rights in a number equal to the directors to be elected and cast for a single candidate or split among multiple candidates.
- The Board of Directors shall prepare separate ballots for directors in numbers corresponding to the directors to be elected. The number of voting rights associated with each ballot shall be specified on the ballots, then 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.
- The shareholders may exercise their voting power for the election of directors of the Company in writing or by way of electronic transmission; the method of exercise is set forth in the notice of shareholders' meeting.
- Article 4 For the election of the director of the Company, the number of directors will be as specified in this Corporation's articles of incorporation, with voting rights separately calculated for independent and non-independent director positions. 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.
- The number of voting rights is calculated by adding the number of votes cast by shareholders to the number of voting rights exercised by written or electronic means.
- Article 5 Prior to the start of the election, the chairperson shall appoint a number of persons to perform the respective duties of vote monitoring and counting

personnel. However, the persons performing the duties of vote monitoring personnel shall have shareholder status.

The ballot boxes shall be prepared by the board of directors and publicly checked by the vote monitoring personnel before voting commences.

Article 6 Voters shall indicate the name or account name at the “Candidate” column on the ballot. However, when the candidate is a governmental organization or corporate shareholder, the name of the governmental organization or corporate shareholder shall be indicated at the column for the candidate’s account name in the ballot paper, or both the name of the governmental organization or corporate shareholder and the name of its representative may be indicated. When there are multiple representatives, the names of each respective representative shall be indicated.

Article 7 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 written in addition to the candidate’s name or account name.
6. Two or more candidate names are indicated on the ballot.

Article 8 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 chairman or the emcee on the spot.

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

Article 9 Matters not provided in these Regulations shall be handled in accordance with the relevant provisions of the Company Act, the Company’s Articles of Incorporation and applicable laws and regulations.

Article 10 These Regulations, and amendments hereto, shall be implemented from the date the Shareholders’ Meeting adopts it.

## Appendix IV

### RUN LONG CONSTRUCTION CO., LTD. Shareholdings of Directors

- I. The Company's paid-in capital was NT\$9,922,574,930 with 992,257,493 shares issued.
- II. According to Article 26 of the Securities and Exchange Act, the minimum number of shares required to be held by all directors is 31,752,239 shares.
- III. As of the share transfer suspension date for this shareholders' meeting (April 19, 2025), the number of shares held by directors as recorded in the shareholders' register complies with the minimum shareholding requirements stipulated in Article 26 of the Securities and Exchange Act.

Job Title	Name	Number of shares held in the shareholder register on the date of suspension of share transfer	Holding shares ratio
Chairperson	Da-Li Investment Co., Ltd Representative: Chiu, Ping-Tse	38,860,723	3.92%
Director	Da-Li Investment Co., Ltd Representative: Lin, Wei-Chum	38,860,723	3.92%
Director	Da-Li Investment Co., Ltd Representative: Lu, Chia-Yin	38,860,723	3.92%
Director	Da-Li Investment Co., Ltd Representative: Chen, Kuo-Yen	38,860,723	3.92%
Independent Director	Yen, Yun-Chi	0	0%
Independent Director	Chou, I-Chiang	0	0%
Total shareholding of all directors		38,860,723	3.92%

**This meeting handbook is prepared in accordance with the Chinese version and is for reference only. In the event of any discrepancy between the English version and the Chinese version, the Chinese version shall prevail.**