

Stock Code: 5533

 **FOUNDING CONSTRUCTION
DEVELOPMENT CORP.**

**General Shareholders' Meeting 2026
Meeting Handbook**

Meeting Date: June 23, 2026

Meeting Place: No. 152, Sec. 1, Datong Rd., Xizhi Dist., New Taipei City
(FUSHIN Hotel)

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Founding Construction Development Corp.
Procedure for General Shareholders' Meeting 2026

I. Call the Meeting to Order

II. Chairperson Remarks

III. Company Reports

IV. Ratification Items

V. Discussion Items

VI. Motion

VII. Adjournment

Founding Construction Development Corp.

Meeting Agenda of General Shareholders' Meeting 2026

Time : 9:00a.m June 23, 2026 (Tuesday)

Place : No. 152, Sec. 1, Datong Rd., Xizhi Dist., New Taipei City (FUSHIN Hotel)

Meeting Type : In-Person Meeting

I. Call the Meeting to Order (report the number of shares represented by attending shareholders)

II. Chairperson Remarks

III. Company Reports

1. 2025 Business Report
2. 2025 Audit Committee Report
3. 2025 Distribution of Director Remuneration and Employee Bonus
4. 2025 Distribution of Cash Dividend

IV. Ratification Items

1. 2025 Business Report and Financial Statements
2. 2025 Profit Distribution Statement

V. Election Items

1. Election of Directors

VI. Motion

VII. Adjournment

Company Reports

Report No 1.

2025 Business Report (Please refer to Attachment I on p.6 of the handbook)

Report No2.

2025 Audit Committee Report (Please refer to Attachment II on p.8 of the handbook)

Report No 3.

2025 Distribution of Director Remuneration and Employee Bonus

Explanation:

1. According to the Articles of Incorporation, the Company sets aside NT\$3.24 million, representing 1.68% of the profits, as director remuneration, and NT\$3.2 million, representing 1.66% of the profits, as employee bonuses, of which NT\$1.416 million (0.73% of the profits) is allocated to junior employees.
2. The aforementioned remuneration of directors and employee bonus are all distributed in cash.

Report No 4.

2025 Distribution of Cash Dividend

Explanation:

1. According to Article 20 of the Articles of Incorporation, the Board of Directors is authorized to resolve that all or part of the dividends and bonuses to be distributed shall be paid in cash and reported to the shareholders meeting.
2. The Company appropriates NT\$ 171,146,966 for cash dividends of NT\$0.6 per share to the shareholders. The amount of cash dividends is truncated to a whole dollar value, and the sum of fractional dividends less than NT\$1, which shall each be adjusted in descending order by decimal number from the largest to the smallest and in ascending order by the shareholder account number, shall add up until the total distributable amount of cash dividends is reached.

3. This proposal is approved by the Board of Directors and the Chairman is authorized to establish the ex-dividend date, payable date and other relevant matters. If there is any change in the number of outstanding ordinary shares of the Company that results in a variation of the payout ratio, the Chairman is also authorized to adjust such payout ratio with plenary power.

Ratification Items

Proposal No.1: Proposed by the Board of Directors

Adoption of the 2025 Business Report and Financial Statements

Explanation:

1. The Company's 2025 business report and financial Statements were prepared by the Board of Directors, among which the financial statements have been entrusted to the certified public accountants, Lu, I-Chen and Hsieh, Ming-Chung of Deloitte Touche Tohmatsu Limited Taiwan for auditing to generate an audit report.
2. For the company's business report, independent auditor's report, and financial statements, please refer to Attachment I and III on p.6 and p.9 of the handbook, respectively.

Resolution:

Proposal No.2: Proposed by the Board of Directors

Adoption of the 2025 Profit Distribution Statement

Explanation:

For the 2025 Profit Distribution Statement, please refer to Attachment IV on p.31 of the handbook.

Resolution:

Election Items: Proposed by the Board of Directors

Election of Directors

Explanation:

1. The term of office of current directors will expire on June 8, 2026 and directors will be re-elected at the General Shareholders' Meeting in accordance with law.
2. According to Article 13 and 13-1, nine directors shall be elected at this time, three of whom shall be independent directors. The election adopts a candidate nomination system for a three-year term.
3. The term of office of new directors starts from June 23, 2026 to June 22, 2029. The term of office of current directors will expire at the completion of the General Shareholders' Meeting.
4. Profiles of candidates for directors and independent directors are as follows:

Title	Name	Education	Experience	Shareholding
Director	Representative of Sytain Corp Liu, Hsin-Hsiung	Chinese Culture University (LL.B.)	Chairman: Founding Construction Corp. Director: Syntain Corp. President: Chi-Long Construction Co., Ltd.	22,918,571
Director	Representative of Sytain Corp Liu, Min-Liang	UBC General Arts	Vice Chairman: Founding Construction Corp Director: Mei-Hsiung Investment. Co., Ltd.. Owner: Syntain Corp. Supervisor: Fushin Hotel. Co., Ltd. Director: Hsin-Long-Hsing Investment Co., Ltd.	22,918,571
Director	Representative of Sytain Foundation Liu, Fang-Wen	McGill Architecture B. Sc (Arch)	Chairman: Mei-Hsiung Investment. Co., Ltd.. Chairman: Syntain Foundation Supervisor: Syntain Crop. Supervisor: Fulongchang Investment Co., Ltd.	940,000
Director	Representative of Wenrui Investment Ltd Chiang, Guang-Hui	Vanung University Department of Engineering	Director: Wenrui Investment Ltd. Owner: Wende Senior Day Care Center Chief of Ruiyang Sub-District, Neihsu	549,209
Director	Liu, Hua-Hsing	Feng Chia University B.Acc.	Consultant: Founding Construction Corp. President: Founding Construction Corp. Specialist: Central Trust of China	4,005,089
Director	Ho, Ming-Hui	National Tsing Hua University M.Eng	Person in Charge: Fushin Hotel Co., Ltd. President: Taihsin Management and Technology Consultant Co. Ltd.	41,855
Independent Director	Hung, Lung-Ping	Chinese Culture University B.Acc	Manager: Chuan-Hsin Accounting Firm Person in Charge: Shan-Hsin Consulting Ltd.	200,760
Independent Director	Lan. You-Liang	Chinese Culture University B.Acc	Manager: Central Trust of China Supervisor: Founding Construction Corp.	-
Independent Director	Lan. You-Liang	Chinese Culture University (LL.B.)	Taipei District Court Notary Public, Taiwan Notary Public, Zhongshan United Notary Office, affiliated with the Taipei District Court, Taiwan	-

Motion

Adjournment

2025 Business Report

According to the Cathay Real Estate Index, the housing market in the first half of 2024 exhibited a pattern of "surging prices and volumes." Driven by a massive influx of loans for new homes, residential mortgage balances skyrocketed. This led major banks to successively reach the 30% lending cap prescribed by Article 72-2 of the Banking Act. (a phenomenon known as the "mortgage liquidity crunch"). In response to financial overheating, the Central Bank implemented the "Seventh Wave of Selective Credit Controls" in September of the same year. The intensity of these measures was considered the most stringent in history, causing market sentiment to cool immediately. Consequently, the housing market in 2025 continued into a period of volume contraction and consolidation.

In addition to the tightening of financial policies, the construction industry at the end of 2025 was also plagued by the "Earthwork Crisis." Due to the saturation of waste soil disposal sites, coupled with stricter environmental regulations and enforcement, the unit cost for receiving surplus construction soil and gravel multiplied within a short period. This evolved from a pricing issue into an administrative crisis of "supply scarcity." When legal disposal sites reached full capacity, construction sites were forced to suspend excavation, leading to severe delays in earthwork schedules. Such delays not only increased interest expenses for the industry, but also threatened to trigger a chain reaction of handover disputes with homebuyers and the withdrawal of bank credit lines in times of distress.

The construction industry has been facing more challenges. The Company focused on the core business, continued on the land development, and actively integrated urban renewal projects and joint venture construction projects. The Company simultaneously strived on hotel operations, in order to create a source of stable income.

1. Operating Philosophy

The Company upholds the values of honesty, quality and service. With an honest and responsible mind, we design safe, solid, personalized and technologized products under quality assurance requirements during the process, and provide the best customer service as our vocation. We will continue to strengthen our capacity in research and development, innovation, and comprehensive quality improvement with a goal to achieve business sustainability.

2. Operating Performance

Unit: NT\$ thousand

	2025	2024	+ / (-)	+ / (-) %
Operating Revenue	1,164,507	2,235,793	(1,071,286)	(47.92)
Operating Costs	815,383	1,536,030	(720,647)	(46.92)
Gross Profit	349,124	699,763	(350,639)	(50.11)
Operating Expenses	185,553	221,526	(35,973)	(16.24)
Net Operating Income	163,571	478,237	(314,666)	(65.80)
Net Profit	158,467	422,963	(264,496)	(62.53)
EPS(NT\$)	0.56	1.48	(0.92)	(62.16)

3. Budget Implementation

According to the Regulations Governing the Publication of Financial Forecasts of Public Companies, the Company is not required to prepare financial forecasts for 2025.

4. Profitability Analysis

	2025 (consolidated)	2024 (consolidated)
Debt to asset ratio (%)	18.46	18.67
Long-term capital to property, plant and equipment (%)	281.58	234.49
Current ratio (%)	616.08	599.63
Quick ratio (%)	240.35	291.74
Interest Coverage Ratio (x)	72.91	66.49
Return on assets (%)	1.35	3.60
Return on shareholders' equity (%)	1.64	4.38
Ratio of income before tax to paid-in capital (%)	6.67	17.83
Profit margin (%)	13.60	18.91
Adjusted EPS (NT\$)	0.56	1.48

Chairman:



Manager:



Accounting Officer:



March 11, 2026

Audit Committee Report

Re: General Shareholders Meeting 2026

The Board of Directors has submitted the Company's 2025 annual business report, financial report and profit distribution proposal, among which the financial report has been entrusted to the certified public accountants of Deloitte Touche Tohmatsu Limited Taiwan for auditing to generate an audit report. The audit committee has verified the above-mentioned business report, financial report and profit distribution proposal. No discrepancy is found and the committee hereby presents the report in accordance with Article 14-4 of the "Securities and Exchange Act" and Article 219 of the "Company Act" for your approval.



LEE, SHU-LAN

Convener of the Audit Committee
Founding Construction Development Corp.

Independent Auditors' Report

Founding Construction Development Corp.

Audit Opinion

We have audited the accompanying consolidated financial statements of Founding Construction Development Corp. and its subsidiaries (the "Founding Group"), which comprise the consolidated balance sheets as of December 31, 2025 and 2024, and the consolidated statements of comprehensive income, changes in equity and cash flows for the years then ended, and the notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the aforementioned consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Founding Group as of December 31, 2025 and 2024, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and the International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and the auditing standards in the Republic of China. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Founding 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 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 Founding Group's consolidated financial statements for the year ended December 31, 2025. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matters for the Founding Group's consolidated financial statements for the year ended December 31, 2025 are stated as follows:

Key Audit Matters I: Inventory Valuation

Inventories of the Founding Group represented 41% of the consolidated total assets as of December 31, 2025. The inventories are buildings and land held for sale and construction in progress. Because the situations of the domestic real estate supply, natural disasters, government policies, and economic conditions significantly impact the values of properties, the assessment of the properties inevitably contains uncertainty, and so the risk of individual assets being improperly evaluated exists. Therefore, inventories have been deemed as one of the key audit matters for the year. Please refer to Note 4(6) of the financial statements for relevant information on the inventories.

The main audit procedures performed on the specific levels in respect of the above-mentioned key audit matter for the audit of the year are as follows:

We obtain information on the evaluation of the market value of the Founding Group's inventories, test and review samples of the sales contracts, obtain information adopted for the market value of the Founding Group's inventories, and obtain transaction quotes from the neighboring regions with reference to the price registration of the real estate to evaluate the signs of inventory impairment.

Key Audit Matters II: Recognition of Income from Sales of Real Estate

The sales of real estate are recognized after the construction projects were actually completed and handed over, and the registration of property right was finished. Please refer to Note 4 (14) of the financial statements for relevant information on whether sales revenue recognition is material to the consolidated financial statements for the year and sales revenues.

The main audit procedures performed on the specific levels in respect of the above-mentioned key audit matter for the audit of the year are as follows:

1. We evaluate the designs of the relevant operating procedures for sales revenue recognition and the appropriateness of execution. We also select samples to test the situation of effectively ongoing operations during the year of its significant control operations.

2. For the details of the recognized real estate sales revenue for the year, we select samples and examine their corresponding evidences of the real estate handover and the registration of property right to verify the appropriateness of the classification under real estate sales revenue.

Others

We have also audited the parent company only financial statements of Founding Construction Development Corp. as of and for the years ended December 31, 2025 and 2024 on which we have issued an unqualified opinion for your reference.

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

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

In preparing the consolidated financial statements, management is responsible for assessing the Founding 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 Founding Group or to cease operations, or has no realistic alternative but to do so.

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

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

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

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

1. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks,

and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than 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 Founding Group's internal control.
3. Evaluate the appropriateness of accounting policies adopted 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 Founding 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 Founding Group to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Founding 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 opinion to the Founding Group.

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 Founding Group's consolidated financial statements for the year ended December 31, 2025 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.

Deloitte & Touche

LU I-CHEN, CPA

HSIEH MING-CHUNG, CPA

Financial Supervisory Commission Approval
Document Number

Jin-Guan-Zheng-Shen-Zi No. 1080321204

Financial Supervisory Commission Approval
Document Number

Jin-Guan-Zheng-Shen-Zi No. 1000028068

March 16, 2026

Consolidated Balance Sheets
December 31, 2025 and 2024
Unit: NT\$ thousands

The accompanying notes are an integral part of the consolidated financial statements.

Accounting Officer: Cheng Yen-Fen

Founding Construction Development Corp. and Subsidiaries

Consolidated Statements of Comprehensive Income

For the years ended December 31, 2025 and 2024

Unit: NT\$ thousands, except for earnings per share (in NT\$)

Code		2025		2024	
		Amount	%	Amount	%
	OPERATING REVENUE				
	(Notes 24 and 35)				
4300	Rental revenue	\$ 11,338	1	\$ 28,987	1
4410	Hospitality service revenue	392,611	34	389,263	18
4500	Construction contract revenue	<u>760,558</u>	<u>65</u>	<u>1,817,543</u>	<u>81</u>
4000	Total operating revenue	<u>1,164,507</u>	<u>100</u>	<u>2,235,793</u>	<u>100</u>
	OPERATING COSTS (Notes 10 and 25)				
5300	Lease costs	(1,587)	-	(6,982)	-
5410	Hospitality service cost	(267,565)	(23)	(264,541)	(12)
5500	Construction costs	(<u>546,231</u>)	(<u>47</u>)	(<u>1,264,507</u>)	(<u>56</u>)
5000	Total operating costs	(<u>815,383</u>)	(<u>70</u>)	(<u>1,536,030</u>)	(<u>68</u>)
5900	Gross Profit	349,124	30	699,763	32
6000	OPERATING EXPENSES (Note 25)	(<u>185,553</u>)	(<u>16</u>)	(<u>221,526</u>)	(<u>10</u>)
6900	Net Operating Income	<u>163,571</u>	<u>14</u>	<u>478,237</u>	<u>22</u>
	NON-OPERATING INCOME AND EXPENSES (Note 25)				
7100	Interest Income	24,176	2	19,629	1
7010	Other income	3,511	1	3,207	-
7020	Other gains and losses	1,753	-	15,298	1
7050	Finance costs	(<u>2,647</u>)	-	(<u>7,765</u>)	(<u>1</u>)
7000	Total non-operating income and expenses	<u>26,793</u>	<u>3</u>	<u>30,369</u>	<u>1</u>
7900	Net income before tax	190,364	17	508,606	23
7950	Income tax expense (Note 26)	(<u>31,897</u>)	(<u>3</u>)	(<u>85,643</u>)	(<u>4</u>)
8200	NET PROFIT/(LOSS) FOR THE YEAR	<u>158,467</u>	<u>14</u>	<u>422,963</u>	<u>19</u>

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Code		2025		2024	
		Amount	%	Amount	%
	OTHER COMPREHENSIVE INCOME (LOSS) (Notes 21 and 26)				
	Items that will not be reclassified subsequently to profit or loss				
8311	Remeasurement of defined benefit plans	\$ 2,382	-	\$ 7,380	-
8349	Income tax relating to items that will not be reclassified subsequently to profit or loss	(476)	-	(1,476)	-
8300	Other comprehensive income for the year, net of income tax	1,906	-	5,904	-
8500	TOTAL COMPREHENSIVE INCOME FOR THE YEAR	<u>\$ 160,373</u>	<u>14</u>	<u>\$ 428,867</u>	<u>19</u>
	EARNINGS PER SHARE (Note 27)				
	From continuing operations				
9710	Basic	<u>\$ 0.56</u>		<u>\$ 1.48</u>	
9810	Diluted	<u>\$ 0.56</u>		<u>\$ 1.48</u>	

The accompanying notes are an integral part of the consolidated financial statements.

Chairman: Liu Hsin-Hsiung

Manager: Cao Luo-Fang

Accounting Officer: Cheng Yen-Fen

Founding Construction Development Corp. and Subsidiaries

Consolidated Statements of Changes in Equity

For the years ended December 31, 2025 and 2024

Unit: NT\$ thousands

Code		Capital stock		Capital surplus		Retained earnings		Total equity
		Shares (in thousands)	Ordinary shares	Shares premium	Treasury shares transactions	Legal reserve	Unappropriated earnings	
A1	Balance as of January 1, 2024	285,245	\$ 2,852,450	\$ 20,894	\$ 236	\$ 1,180,904	\$ 5,558,472	\$ 9,612,956
	Appropriation and distribution of retained earnings for 2023							
B1	Legal reserve	-	-	-	-	89,605	(89,605)	-
B5	Cash dividends to shareholders	-	-	-	-	-	(342,294)	(342,294)
D1	Net income for 2024	-	-	-	-	-	422,963	422,963
D3	AFTER-TAX OTHER COMPREHENSIVE INCOME for 2024	-	-	-	-	-	5,904	5,904
D5	Total comprehensive income in 2024	-	-	-	-	-	428,867	428,867
Z1	Balance as of December 31, 2024	285,245	2,852,450	20,894	236	1,270,509	5,555,440	9,699,529
	Appropriation and distribution of retained earnings for 2024							
B1	Legal reserve	-	-	-	-	42,887	(42,887)	-
B5	Cash dividends to shareholders	-	-	-	-	-	(285,244)	(285,244)
D1	Net income for 2025	-	-	-	-	-	158,467	158,467
D3	AFTER-TAX OTHER COMPREHENSIVE INCOME for 2025	-	-	-	-	-	1,906	1,906
D5	Total comprehensive income in 2025	-	-	-	-	-	160,373	160,373
Z1	Balance as of December 31, 2025	<u>285,245</u>	<u>\$ 2,852,450</u>	<u>\$ 20,894</u>	<u>\$ 236</u>	<u>\$ 1,313,396</u>	<u>\$ 5,387,682</u>	<u>\$ 9,574,658</u>

The accompanying notes are an integral part of the consolidated financial statements.

Chairman: Liu Hsin-Hsiung

Manager: Cao Luo-Fang

Accounting Officer: Cheng Yen-Fen

Founding Construction Development Corp. and Subsidiaries

Consolidated Statements of Cash Flows

For the years ended December 31, 2025 and 2024

Unit: NT\$ thousands

<u>Code</u>		<u>2025</u>	<u>2024</u>
	CASH FLOWS FROM OPERATING ACTIVITIES		
A10000	Net income before tax for the year	\$ 190,364	\$ 508,606
A20010	Adjustments for:		
A20100	Depreciation expenses	65,001	69,114
A20200	Amortization expenses	311	304
A20400	Net gain on fair value changes of financial assets and liabilities at fair value through profit or loss	(4,804)	(15,379)
A20900	Finance costs	2,647	7,765
A21200	Interest Income	(24,176)	(19,629)
A21300	Dividend income	(2,734)	(2,265)
A22500	Loss (gain) on disposal of property, plant and equipment	4	(527)
A30000	Net changes in operating assets and liabilities		
A31130	Notes receivable	5,000	6,058
A31150	Accounts receivable	10,217	(6,673)
A31200	Inventories	(284,933)	510,793
A31230	Prepayments	(31,167)	9,252
A31240	Other current assets	887	613
A31250	Other financial assets - current	(272,952)	(140,079)
A31270	Incremental costs of obtaining a contract - current	(119,259)	-
A31990	Net defined benefit assets	(733)	(483)
A32125	Contract liabilities	261,943	42,198
A32130	Notes payable	(17,146)	43,954
A32150	Accounts payable	530	20,866
A32180	Other payables	(5,442)	(2,473)
A32230	Other current liabilities	(8,959)	9,164
A33000	Cash generated from operations	(235,401)	1,041,179
A33500	Income taxes paid	(117,447)	(86,923)
AAAA	Net cash (outflow) inflow from operating activities	(352,848)	954,256

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Code		2025	2024
	CASH FLOWS FROM INVESTING ACTIVITIES		
B09900	Capital reduction refunds from financial assets measured at fair value through profit or loss	\$ -	\$ 619
B00100	Acquisition of financial assets at fair value through profit or loss	(106,446)	(184,016)
B00200	Disposal of financial assets at fair value through profit or loss	115,425	209,487
B02700	Purchase of property, plant and equipment	(7,381)	(7,725)
B02800	Proceeds from disposal of property, plant and equipment	-	667
B03700	Increase in refundable deposits	(166)	-
B03800	Decrease in refundable deposits	-	91
B04500	Purchase of intangible assets	(87)	(99)
B05400	Purchase of investment properties	-	(531,726)
B06100	Decreases in finance lease receivables	5,141	5,063
B07500	Interest received	24,176	19,629
B07600	Dividends received from others	<u>2,734</u>	<u>2,265</u>
BBBB	Net cash inflow (outflow) from investing activities	<u>33,396</u>	(<u>485,745</u>)
	CASH FLOWS FROM FINANCING ACTIVITIES		
C00100	Increase in short-term borrowings	123,000	-
C00200	Decrease in short-term borrowings	(172,000)	-
C01700	Repayments of long-term borrowings	(143,371)	(124,785)
C03000	Increase in guarantee deposits received	-	267
C03100	Refund of guarantee deposits received	(5,047)	-
C04020	Payments of lease liabilities	(25,172)	(24,738)
C04500	Distribution of cash dividends	(285,244)	(342,294)
C05600	Interest paid	(<u>2,979</u>)	(<u>7,869</u>)
CCCC	Net cash used in financing activities	(<u>510,813</u>)	(<u>499,419</u>)
EEEE	Net decrease in cash and cash equivalents	(830,265)	(30,908)
E00100	CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR	<u>3,258,287</u>	<u>3,289,195</u>
E00200	CASH AND CASH EQUIVALENTS, END OF YEAR	<u>\$ 2,428,022</u>	<u>\$ 3,258,287</u>

The accompanying notes are an integral part of the consolidated financial statements.

Chairman: Liu Hsin-Hsiung

Manager: Cao Luo-Fang

Accounting Officer: Cheng Yen-Fen

Independent Auditors' Report

Founding Construction Development Corp.

Audit Opinion

We have audited the accompanying parent company only financial statements of Founding Construction Development Corp., which comprise the parent company only balance sheets as of December 31, 2025 and 2024, and the parent company only statements of comprehensive income, changes in equity and cash flows for the years then ended, and the notes to the parent company only financial statements, including a summary of significant accounting policies.

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

Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and the auditing standards in the Republic of China. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Parent Company Only Financial Statements section of our report. We are independent of Founding Construction Development Corp. 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 that, in our professional judgment, were of most significance in our audit of Founding Construction Development Corp.'s parent company only financial statements for the year ended December 31, 2025. These matters were addressed in the context of our audit of the parent company only financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matters for Founding Construction Development Corp.'s parent company only financial statements for the year ended December 31, 2025 are stated as follows:

Key Audit Matters I: Inventory Valuation

Inventories of Founding Construction Development Corp. represented 43% of the total parent company only assets as of December 31, 2025. The inventories are buildings and land held for sale and construction in progress. Because the situations of the domestic real estate supply, natural disasters, government policies, and economic conditions significantly impact the values of properties, the assessment of the properties inevitably contains uncertainty, and so the risk of individual assets being improperly evaluated exists. Therefore, inventories have been deemed as one of the key audit matters for the year. Please refer to Note 4(4) of the financial statements for relevant information on the inventories.

The main audit procedures performed on the specific levels in respect of the above-mentioned key audit matter for the audit of the year are as follows:

We obtain information on the evaluation of the market value of Founding Construction Development Corp.'s inventories, test and review samples of the sales contracts, obtain information adopted for the market value of the Founding Construction Development Corp.'s inventories, and obtain transaction quotes from the neighboring regions with reference to the price registration of the real estate to evaluate the signs of inventory impairment.

Key Audit Matters II: Recognition of Income from Sales of Real Estate

The sales of real estate are recognized after the construction projects were actually completed and handed over, and the registration of property right was finished. Whether sales revenue recognition meets the sales revenue recognition conditions is material to the consolidated financial statements for the year. Therefore, the occurrence of sales revenue is considered as a key audit matter. Please refer to Note 4 (13) of the financial statements for relevant information on the sales revenues.

The main audit procedures performed on the specific levels in respect of the above-mentioned key audit matter for the audit of the year are as follows:

1. We evaluate the designs of the relevant operating procedures for sales revenue recognition and the appropriateness of execution. We also select samples to test the situation of effectively ongoing operations during the year of its significant control operations.
2. For the details of the recognized real estate sales revenue for the year, we select samples and examine their corresponding evidences of the real estate handover and the registration of property right to verify the appropriateness of the classification under real estate sales revenue.

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

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

In preparing the parent company only financial statements, management is responsible for assessing Founding Construction Development Corp.'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 Founding Construction Development Corp. or to cease operations, or has no realistic alternative but to do so.

Those charged with governance (including members of the Audit Committee) are responsible for overseeing Founding Construction Development Corp.'s financial reporting process.

Auditors' Responsibilities for the Audit of the Parent Company Only Financial Statements

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

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

1. Identify and assess the risks of material misstatement of the parent company only financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of Founding Construction Development Corp.'s internal control.
3. Evaluate the appropriateness of accounting policies adopted 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 Founding Construction Development Corp.'s ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the parent company only financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause Founding Construction Development Corp. to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the parent company only financial statements, including the disclosures, and whether the parent company only financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within Founding Construction Development Corp. to express an opinion on the parent company only financial statements. We are responsible for the direction, supervision and performance of the audit. We remain solely responsible for our opinion to Founding Construction Development Corp.

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 Founding Construction Development Corp.'s parent company only financial statements for the year ended December 31, 2025 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.

Deloitte & Touche

LU I-CHEN, CPA

HSIEH MING-CHUNG, CPA

Financial Supervisory Commission Approval
Document Number

Jin-Guan-Zheng-Shen-Zi No. 1080321204

Financial Supervisory Commission Approval
Document Number

Jin-Guan-Zheng-Shen-Zi No. 1000028068

March 16, 2026

Founding Construction Development Corp.

Parent Company Only Balance Sheet

December 31, 2025 and 2024

Unit: NT\$ thousands

Code	ASSETS	December 31, 2025		December 31, 2024	
		Amount	%	Amount	%
	CURRENT ASSETS				
1100	Cash and cash equivalents (Note 6)	\$ 1,784,092	16	\$ 2,633,142	22
1150	Notes receivable (Notes 7 and 22)	-	-	5,000	-
1170	Accounts receivable (Notes 7 and 22)	305	-	11,291	-
1220	Current tax assets (Note 24)	17,569	-	-	-
130X	Inventories (Notes 8 and 30)	4,912,055	43	3,848,854	33
1410	Prepayments (Note 9)	16,551	-	4,967	-
1476	Other financial assets - current (Notes 10 and 30)	502,392	4	228,875	2
1479	Other current assets (Note 9)	2,951	-	4,033	-
1480	Incremental costs of obtaining a contract - current (Note 22)	119,259	1	-	-
11XX	Total current assets	<u>7,355,174</u>	<u>64</u>	<u>6,736,162</u>	<u>57</u>
	NON-CURRENT ASSETS				
1550	Investments accounted for using the equity method (Note 11)	689,109	6	675,103	6
1600	Property, plant and equipment (Notes 12 and 30)	81,068	1	82,896	1
1760	Investment properties, net (Notes 14 and 30)	3,400,714	29	4,246,907	36
1780	Intangible assets	128	-	225	-
1840	Deferred tax assets (Note 24)	12,520	-	12,094	-
1920	Refundable deposits	1,356	-	1,286	-
1975	Net defined benefit assets (Note 19)	11,232	-	8,883	-
15XX	Total non-current assets	<u>4,196,127</u>	<u>36</u>	<u>5,027,394</u>	<u>43</u>
1XXX	Total assets	<u>\$ 11,551,301</u>	<u>100</u>	<u>\$ 11,763,556</u>	<u>100</u>
	LIABILITIES AND EQUITY				
	CURRENT LIABILITIES				
2100	Short-term borrowings (Notes 15 and 30)	\$ 544,000	5	\$ 593,000	5
2130	Contract liabilities (Note 22)	380,025	3	116,170	1
2150	Notes payable - non-related parties (Note 16)	32,695	-	46,798	-
2160	Notes payable - related parties (Notes 16 and 29)	11,550	-	52,500	-
2170	Accounts payable - non-related parties (Note 16)	27,553	-	55,867	1
2180	Accounts payable - related parties (Notes 16 and 29)	50,550	1	64,950	1
2230	Current tax liabilities (Note 24)	-	-	69,383	1
2219	Other payables (Notes 17 and 29)	27,740	-	32,057	-
2250	Provisions - current (Note 18)	1,106	-	1,106	-
2320	Long-term borrowings due within one year (Notes 15 and 30)	85,272	1	116,559	1
2399	Other current liabilities	1,980	-	10,982	-
21XX	Total current liabilities	<u>1,162,471</u>	<u>10</u>	<u>1,159,372</u>	<u>10</u>
	NON-CURRENT LIABILITIES				
2540	Long-term borrowings (Notes 15 and 30)	803,585	7	889,237	8
2570	Deferred tax liabilities (Note 24)	3,925	-	3,571	-
2645	Guarantee deposits (Note 29)	6,662	-	11,847	-
25XX	Total non-current liabilities	<u>814,172</u>	<u>7</u>	<u>904,655</u>	<u>8</u>
2XXX	Total liabilities	<u>1,976,643</u>	<u>17</u>	<u>2,064,027</u>	<u>18</u>
	EQUITY (Note 21)				
	Capital stock				
3110	Ordinary shares	<u>2,852,450</u>	<u>25</u>	<u>2,852,450</u>	<u>24</u>
	Capital surplus				
3210	Shares premium	20,894	-	20,894	-
3220	Treasury shares transactions	236	-	236	-
3200	Total capital surplus	<u>21,130</u>	<u>-</u>	<u>21,130</u>	<u>-</u>
	Retained earnings				
3310	Legal reserve	1,313,396	11	1,270,509	11
3350	Unappropriated earnings	5,387,682	47	5,555,440	47
3300	Total retained earnings	<u>6,701,078</u>	<u>58</u>	<u>6,825,949</u>	<u>58</u>
3XXX	Total equity	<u>9,574,658</u>	<u>83</u>	<u>9,699,529</u>	<u>82</u>
	Total liabilities and equity	<u>\$ 11,551,301</u>	<u>100</u>	<u>\$ 11,763,556</u>	<u>100</u>

The accompanying notes are an integral part of the parent company only financial statements.

Chairman: Liu Hsin-Hsiung

Manager: Cao Luo-Fang

Accounting Officer: Cheng Yen-Fen

Founding Construction Development Corp.

Parent Company Only Statements of Comprehensive Income

For the years ended December 31, 2025 and 2024

Unit: NT\$ thousands, except for earnings per share (in NT\$)

Code		2025		2024	
		Amount	%	Amount	%
	OPERATING REVENUE				
	(Notes 22 and 29)				
4300	Rental revenue	\$ 64,654	8	\$ 82,585	4
4500	Construction contract revenue	<u>760,558</u>	<u>92</u>	<u>1,817,543</u>	<u>96</u>
4000	Total operating revenue	<u>825,212</u>	<u>100</u>	<u>1,900,128</u>	<u>100</u>
	OPERATING COSTS (Notes 8, 23 and 29)				
5300	Lease costs	(48,142)	(6)	(51,559)	(3)
5500	Construction costs	(<u>560,858</u>)	(<u>68</u>)	(<u>1,292,597</u>)	(<u>68</u>)
5000	Total operating costs	(<u>609,000</u>)	(<u>74</u>)	(<u>1,344,156</u>)	(<u>71</u>)
5900	Gross Profit	216,212	26	555,972	29
6000	OPERATING EXPENSES				
	(Notes 19, 23 and 29)	(<u>112,480</u>)	(<u>13</u>)	(<u>144,942</u>)	(<u>7</u>)
6900	Net Operating Income	<u>103,732</u>	<u>13</u>	<u>411,030</u>	<u>22</u>
	NON-OPERATING INCOME AND EXPENSES (Note 23)				
7100	Interest Income	20,322	2	16,206	1
7010	Other income	350	-	249	-
7020	Other gains and losses	(2,870)	-	532	-
7050	Finance costs	(110)	-	(4,609)	-
7070	Shares of profits of subsidiaries, associates and joint ventures accounted for using the equity method	<u>65,193</u>	<u>8</u>	<u>83,231</u>	<u>4</u>
7000	Total non-operating income and expenses	<u>82,885</u>	<u>10</u>	<u>95,609</u>	<u>5</u>

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Code		2025		2024	
		Amount	%	Amount	%
7900	Net income before tax for the year	\$ 186,617	23	\$ 506,639	27
7950	Income tax expense (Note 24)	(28,150)	(4)	(83,676)	(5)
8200	NET PROFIT/(LOSS) FOR THE YEAR	<u>158,467</u>	<u>19</u>	<u>422,963</u>	<u>22</u>
	OTHER COMPREHENSIVE INCOME (Note 24)				
8310	Items that will not be reclassified subsequently to profit or loss				
8311	Remeasurement of defined benefit plans	1,768	-	3,597	1
8330	Shares of other comprehensive income of subsidiaries, associates and joint ventures accounted for using the equity method	492	-	3,026	-
8349	Income tax relating to items that will not be reclassified subsequently to profit or loss	(354)	-	(719)	-
8300	Other comprehensive income for the year, net of income tax	<u>1,906</u>	<u>-</u>	<u>5,904</u>	<u>1</u>
8500	TOTAL COMPREHENSIVE INCOME FOR THE YEAR	<u>\$ 160,373</u>	<u>19</u>	<u>\$ 428,867</u>	<u>23</u>
	EARNINGS PER SHARE (Note 25)				
9710	Basic	<u>\$ 0.56</u>		<u>\$ 1.48</u>	
9810	Diluted	<u>\$ 0.56</u>		<u>\$ 1.48</u>	

The accompanying notes are an integral part of the parent company only financial statements.

Chairman: Liu Hsin-Hsiung

Manager: Cao Luo-Fang

Accounting Officer: Cheng Yen-Fen

Founding Construction Development Corp.

Parent Company Only Statements of Changes in Equity

For the years ended December 31, 2025 and 2024

Unit: NT\$ thousands

Code		Capital stock		Capital surplus		Retained earnings		Total equity
		Shares (in thousands)	Ordinary shares	Shares premium	Treasury shares transactions	Legal reserve	Unappropriated earnings	
A1	Balance as of January 1, 2024	285,245	\$ 2,852,450	\$ 20,894	\$ 236	\$ 1,180,904	\$ 5,558,472	\$ 9,612,956
	Appropriation and distribution of retained earnings for 2023							
B1	Legal reserve	-	-	-	-	89,605	(89,605)	-
B5	Cash dividends to shareholders	-	-	-	-	-	(342,294)	(342,294)
D1	Net income for 2024	-	-	-	-	-	422,963	422,963
D3	AFTER-TAX OTHER COMPREHENSIVE INCOME for 2024	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>5,904</u>	<u>5,904</u>
D5	Total comprehensive income in 2024	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>428,867</u>	<u>428,867</u>
Z1	Balance as of December 31, 2024	285,245	2,852,450	20,894	236	1,270,509	5,555,440	9,699,529
	Appropriation and distribution of retained earnings for 2024							
B1	Legal reserve	-	-	-	-	42,887	(42,887)	-
B5	Cash dividends to shareholders	-	-	-	-	-	(285,244)	(285,244)
D1	Net income for 2025	-	-	-	-	-	158,467	158,467
D3	AFTER-TAX OTHER COMPREHENSIVE INCOME for 2025	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>1,906</u>	<u>1,906</u>
D5	Total comprehensive income in 2025	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>160,373</u>	<u>160,373</u>
Z1	Balance as of December 31, 2025	<u>285,245</u>	<u>\$ 2,852,450</u>	<u>\$ 20,894</u>	<u>\$ 236</u>	<u>\$ 1,313,396</u>	<u>\$ 5,387,682</u>	<u>\$ 9,574,658</u>

The accompanying notes are an integral part of the parent company only financial statements.

Chairman: Liu Hsin-Hsiung

Manager: Cao Luo-Fang

Accounting Officer: Cheng Yen-Fen

Founding Construction Development Corp.

Parent Company Only Statements of Cash Flows

For the years ended December 31, 2025 and 2024

Unit: NT\$ thousands

Code		2025	2024
	CASH FLOWS FROM OPERATING ACTIVITIES		
A10000	Net income before tax for the year	\$ 186,617	\$ 506,639
A20010	Adjustments for:		
A20100	Depreciation expenses	49,970	53,344
A20200	Amortization expenses	183	168
A20400	Net gain on fair value changes of financial assets and liabilities at fair value through profit or loss	-	(452)
A20900	Finance costs	110	4,609
A21200	Interest Income	(20,322)	(16,206)
A22300	Shares of profits of subsidiaries, associates and joint ventures accounted for using the equity method	(65,193)	(83,231)
A22500	Gain on disposal of property, plant and equipment	-	(457)
A30000	Net changes in operating assets and liabilities		
A31130	Notes receivable	5,000	6,000
A31150	Accounts receivable	10,986	(11,291)
A31200	Inventories	(265,151)	370,830
A31230	Prepayments	(11,584)	412
A31240	Other current assets	1,082	474
A31250	Other financial assets - current	(273,517)	(140,034)
A31270	Incremental costs of obtaining a contract - current	(119,259)	-
A31990	Net defined benefit assets	(581)	(483)
A32125	Contract liabilities	263,855	39,758
A32130	Notes payable - non-related parties	(14,103)	45,475
A32140	Notes payable - related parties	(40,950)	17,325
A32150	Accounts payable - non-related parties	(28,314)	53,020
A32160	Accounts payable - related parties	(14,400)	28,200
A32180	Other payables	(4,968)	(1,909)
A32230	Other current liabilities	(9,000)	8,940
A33000	Cash generated from operations	(349,539)	881,131
A33500	Income taxes paid	(115,527)	(84,843)
AAAA	Net cash (outflow) inflow from operating activities	(465,066)	796,288

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Code		2025	2024
	CASH FLOWS FROM INVESTING ACTIVITIES		
B00200	Disposal of financial assets at fair value through profit or loss	\$ -	\$ 3,304
B02700	Purchase of property, plant and equipment	-	(322)
B02800	Proceeds from disposal of property, plant and equipment	-	457
B03700	Increase in refundable deposits	(70)	-
B03800	Decrease in refundable deposits	-	26
B04500	Purchase of intangible assets	(87)	-
B05400	Purchase of investment properties	-	(532,026)
B07500	Interest received	20,322	16,206
B07600	Dividends received from subsidiaries	<u>52,650</u>	<u>15,000</u>
BBBB	Net cash inflow (outflow) from investing activities	<u>72,815</u>	(<u>497,355</u>)
	CASH FLOWS FROM FINANCING ACTIVITIES		
C00100	Increase in short-term borrowings	123,000	-
C00200	Decrease in short-term borrowings	(172,000)	-
C01700	Repayments of long-term borrowings	(116,939)	(119,464)
C03100	Increase in guarantee deposits received	(5,185)	566
C04500	Dividends paid to owners of the Company	(285,244)	(342,294)
C05600	Interest paid	(<u>431</u>)	(<u>4,669</u>)
CCCC	Net cash used in financing activities	(<u>456,799</u>)	(<u>465,861</u>)
EEEE	Net decrease in cash and cash equivalents	(849,050)	(166,928)
E00100	CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR	<u>2,633,142</u>	<u>2,800,070</u>
E00200	CASH AND CASH EQUIVALENTS, END OF YEAR	<u>\$ 1,784,092</u>	<u>\$ 2,633,142</u>

The accompanying notes are an integral part of the parent company only financial statements.

Chairman: Liu Hsin-Hsiung

Manager: Cao Luo-Fang

Accounting Officer: Cheng Yen-Fen

Founding Construction Development Corp.
Profit Distribution Statement
Year 2025

unit: NT\$

	Amount	
Beginning Retained Earnings	5,227,308,803	
Other Comprehensive Income recognized as Unappropriated Retained Earnings	1,905,456	
Adjusted Beginning Retained Earnings	5,229,214,259	
Profit	158,467,897	
Legal reserve	(16,037,335)	
Distributable Net Profit	5,371,644,821	
Distributable Items		
Shareholder Dividends (Cash)	(171,146,966)	NT\$0.6 per share
Total	(171,146,966)	
Unappropriated Retained Earnings	5,200,497,855	

Note: preemptive distribution of 2025 earnings

Chairman:



Manager:



Accounting Officer:



FOUNDING CONSTRUCTION DEVELOPMENT CORP.
(the “Company”)
ARTICLES OF INCORPORATION

Chapter I - General Provisions

Article 1: The Company shall be incorporated under the Company Act, and its name shall be 皇鼎建設開發股份有限公司.

The Company's name in English language shall be FOUNDING CONSTRUCTION DEVELOPMENT CORP.

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

1. H701010 Housing and Building Development and Rental
2. H701020 Industrial Factory Development and Rental
3. H701040 Specific Area Development
4. H701060 New Towns, New Community Development
5. E801010 Indoor Decoration
6. I503010 Landscape and Interior Designing
7. F111090 Wholesale of Building Materials
8. F113010 Wholesale of Machinery
9. F211010 Retail Sale of Building Materials
10. F213080 Retail Sale of Machinery and Tools
11. CB01010 Mechanical Equipment Manufacturing
12. CQ01010 Mold and Die Manufacturing
13. CZ99990 Manufacture of Other Industrial Products Not Elsewhere Classified
14. CB01020 Affairs Machine Manufacturing
15. CB01990 Other Machinery Manufacturing
16. CC01010 Manufacture of Power Generation, Transmission and Distribution Machinery
17. CC01020 Electric Wires and Cables Manufacturing
18. CC01030 Electrical Appliances and Audiovisual Electronic Products Manufacturing
19. CC01040 Lighting Equipment Manufacturing
20. CC01060 Wired Communication Mechanical Equipment Manufacturing
21. CC01080 Electronics Components Manufacturing
22. CC01110 Computer and Peripheral Equipment Manufacturing
23. CC01990 Other Electrical Engineering and Electronic Machinery Equipment Manufacturing
24. CH01040 Toys Manufacturing
25. CA02010 Manufacture of Metal Structure and Architectural Components
26. CA02030 Screw, Nut and Rivet Manufacturing
27. CA02040 Spring Manufacturing
28. CA02050 Valves Manufacturing
29. CA02060 Metal Containers Manufacturing
30. CA02090 Metal Wire Products Manufacturing
31. CA02990 Other Metal Products Manufacturing
32. CP01010 Hand Tools Manufacturing
33. C306010 Wearing Apparel
34. C307010 Clothing Accessories

Appendix I

35. C399990 Other Textile and Products Manufacturing
36. C402030 Manufacture of Leather, Fur and Related Products
37. C601030 Paper Containers Manufacturing
38. C804020 Industrial Rubber Products Manufacturing
39. C805020 Manufacture of Plastic Films and Bags
40. C805030 Plastic Daily Necessities Manufacturing
41. C805060 Plastic Leathers Products Manufacturing
42. C805070 Reinforced Plastic Products Manufacturing
43. C805990 Other Plastic Products Manufacturing
44. CG01010 Jewelry and Precious Metals Products Manufacturing
45. CK01010 Footwear Manufacturing
46. CL01010 Umbrella Manufacturing
47. CM01010 Case and Bag Manufacturing
48. CN01010 Furniture and Decorations Manufacturing
49. CO01010 Tableware Manufacturing
50. CZ99020 Zipper and Button Manufacturing
51. ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.

Article 2-1: The Company may provide guarantee and invest in other business based on the need of business. The aforesaid limitation of investment in other business shall not exceed 40% of the amount of the Company's paid-up capital.

Article 3: The head office of the Company is set up in Taipei City. The Company may, by resolution of the board of directors of the Company (the "Board of Director"), establish branch within and without the country.

Article 4: Public announcements of the Company shall be made in accordance with Article 28 of Company Act.

Chapter II – Capital Stock

Article 5: The total capital stock of the Company shall be in the amount of 3,600,000,000 New Taiwan Dollars, divided in 360,000,000 shares, at ten New Taiwan Dollars each, and may be paid-up by installments.

Article 6: The share certificates of the Company shall all be named-bearing certificates, be signed or sealed with the chop of the director(s) of the Company (the "Director(s)") who represent the Company and shall be issued after attestation from the banks competent to serve as attestors for the issuance of shares certificates under the laws.

The Company may issue shares without printing share certificate(s) and the shares shall be register in Taiwan Depository & Clearing Corporation and free from the preceding paragraph. The shareholder service of the Company shall be in accordance with Regulations Governing the Administration of Shareholder Services of Public Companies

Article 7: Registration for transfer of share(s) shall be suspended 60 days immediately before the date of general shareholders' meeting, 30 days immediately before the date of extraordinary shareholders' meeting, or within 5 days immediately before the day on which dividend, bonus,

or any other benefits is scheduled to be paid by the Company.

The period specified in the preceding paragraph shall commence with the convening date of shareholders' meeting or from the reference date which the Company pays the dividend, bonus, or any other benefits.

Article 8: The shares, which the Company repurchases in accordance with the Company Act, may be transferred to the employees of parents or subsidiaries of the Company meeting certain specific qualifications. The qualifications and mechanisms of allocation shall be resolved in accordance with the resolutions of the Board of Directors.

When the Company issues new shares, it could be purchased by the employees of parents or subsidiaries of the Company meeting certain specific qualifications. The qualifications and mechanisms of allocation shall be resolved in accordance with the resolution of the Board of Directors.

Chapter III – Shareholders' Meeting

Article 9: Shareholders' meetings of the Company are of two types, namely: general shareholders' meetings and extraordinary shareholders' meetings. Except otherwise specified in the Company Act, the shareholders' meeting shall be convened by the Board of Directors. General shareholders' meeting shall be held at least once every year and shall be convened within six months after close of each fiscal year unless otherwise approved by the competent authority for good cause shown. Extraordinary shareholders' meeting shall be convened in accordance with relevant laws, rules and regulations when necessary.

Article 9-1: A notice includes the convening date, location and purpose shall be given to each shareholder and be publicly announced, at least 30 days in advance, in the case of general shareholders' meetings; and at least 15 days in advance, in the case of extraordinary shareholders' meetings. The notice of shareholders' meeting may be given by the means of electronic transmission upon shareholder's consent.

The notice specified in the preceding paragraph given to shareholders who hold less than 1,000 shares of registered stock may be effected by means of a public notice.

Article 10: A shareholder who may not attend the shareholders' meeting may appoint a representative to attend with the proxy printed by the Company. Except as provided in Article 177 of the Company Act, in the event that shareholders appoint a representative shall be in accordance with "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies" regulated by government authorities in charge.

Article 11: Except as provided in Item 3, Article 157 of the Company Act, each share of stock shall be entitled to one vote; the shares of stock specified in Section 2, Article 179 of the Company Act which have no voting right are exempted from this article.

Article 12: Resolutions shall, unless otherwise provided in relevant laws, rules and regulations, be adopted by a majority vote of the shareholders present, who represent more than one-half of the total issued and outstanding shares of the Company in person or by proxy.

Article 12-1: The resolution of shareholders' meeting shall be recorded in the minutes and handled in accordance with Article 183 of the Company Act.

Article 12-2: The Company may cease the status of public company by special resolution of shareholders' meeting.

Chapter IV – Directors and Audit Committee

Article 13: The Company shall have nine (9) Directors, and the term of office for Directors shall be three (3) years. The Directors shall be elected from among the person(s) with legal capacity by the shareholders' meeting adopting candidate nomination mechanism, and he/she may be eligible for re-election. The percentage of shareholdings of all the Directors shall be in accordance with the Company Act, the Security Exchange Act and relevant laws, rules and regulations.

Article 13-1: The number of Directors hereinbefore shall, at least, contain three (3) Independent Directors and not less than one-fifth of the total number of Directors. Independent Directors' professional qualifications, restrictions on shareholding, concurrent positions held, mechanism of nomination and election, and relevant matters shall be in accordance with the Company Act and Securities, the Security Exchange Act and relevant laws, rules and regulations.

Article 13-2: The Company shall establish an Audit Committee comprised of all of the Independent Directors.

Article 14: The Board of Directors shall be organized by Directors. The Directors shall elect from among themselves a Chairman of the Board of Directors, by a majority in a meeting attended by more than two-third of the Directors, and may elect a Vice Chairman depending on the need of business. The Chairman may externally represent the Company. Directors, who may not attend the meeting of Board of Directors, may appoint other Directors to attend by written proxy setting forth the scope of authorization for subject(s) to be discussed provided that a Director may only be the appointed proxy of one person.

Article 14-1: In the case that vacancies on the Board of Directors exceed one-third of the total number of Directors or all Independent Directors are removed, the Board of Directors shall convene, within sixty (60) days, an extraordinary shareholders' meeting to elect succeeding Directors to fill such vacancies, so as to fulfill the unexpired term of office of the predecessors.

Article 15: In the case that the Chairman could not perform his/her duties, the appointment of his/her representative shall be in accordance with Article 208 of the Company Act.

Article 15-1: In calling meeting of the Board of Directors, a notice, which shall set forth therein subject(s) to be discussed, shall be given to each Director no later than seven (7) days prior to the scheduled meeting date. In a case of emergency, a meeting of the Board of Directors may be convened at any time.

The notice regulated specified in the preceding paragraph may be in written, via e-mail or fax.

Article 15-2: Board of Directors may set up any kind of functional committees based on requirements of business operation. The number of personnel, term of offices, scope of duties and power and etc., shall be provided in the organic regulations of each committee, and be approved

by the Board of Directors.

Article 16: Directors shall be entitled to compensation for their performance of duties of the Company regardless of profit or loss. The Board of Directors is authorized to determine the compensation based on the level of their participation in the Company's operations and value of their contribution and the standards generally adopted by the enterprises of the same industry. The Company shall distribute compensation in accordance with Article 19 of the Articles of Incorporation of the Company where the Company has a profit.

The Company may purchase liability insurance for all Directors and key personnel for the purpose of reducing the risk of being accused by shareholders or other stakeholders in the performance of their duties according to the laws.

Chapter V – Managerial Officer

Article 17: The Company may have one president, whose appointments, removal and compensations shall be subject to provisions in Article 29 of the Company Act.

Chapter VI – Accounting

Article 18: The Board of Directors shall prepare the following reports at the close of each accounting fiscal year for the Company: (1) Business Report, (2) Financial Statements and (3) Proposal of Distribution of Earnings or Making Up of Loss, and submit the same to the general shareholders' meeting for recognition.

Article 19: The Company's profit, before tax and before compensation distribution to the employees and Directors, in any fiscal year shall set aside 0.6% to 3% of the profits as employee compensation (not less than 0.2% thereof for grassroots workers). The Board of Directors may resolve to distribute employee compensation in shares or cash. Employees of parents or subsidiaries of the Company meeting certain specific qualifications may be entitled to receive employee compensation. The Board of Directors may resolve to set aside not more than 2% of such profits for compensation for Directors.

The proposals of distribution specified in the preceding two paragraphs shall be reported to the shareholders' meeting.

However, the Company shall have reserved a sufficient amount to offset its accumulated losses (including adjustment of retained profits) before setting aside compensations for employees and Directors in accordance with the ratios provided in the preceding paragraph.

Article 20: Where the Company has a profit after tax at the end of each fiscal year, the Company shall offset the accumulative losses (including adjustment of retained profits) and set aside a legal capital reserve at 10% of the remaining profits first provided that the amount of accumulated legal capital reserve has not reached the amount of the paid-in capital of the Company, and then set aside or reverse the remains as special reserve in accordance with relevant laws, rules and regulations. With the balance after deductions in the preceding paragraphs together with retained profits from preceding years (including adjustment of retained profits), the Board of Directors are authorized to prepare proposal for profits earnings distribution and adopt a resolution by a majority vote at a meeting of the Board of Directors attended by two-thirds or more of all the Directors to distribute dividends and bonuses in whole or in part in cash, and then report such distribution to the shareholders' meeting. Where distributing surplus profits

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by issuing new shares in accordance with the preceding paragraph, it shall be adopted by the resolution of the shareholders' meeting in accordance with Article 240 of the Company Act. About the distribution of dividends of the Company, the ratio for dividend in cash shall not be lower than 30% of total distribution.

Article 20-1: Where the Company incurs no loss, the Company shall authorize the Board of Directors to distribute the legal reserve (the amount which exceeds 25% of the paid-in capital) and the capital reserve in accordance with the Company Act, in whole or in part in cash, pursuant to resolution adopted by a majority vote of a meeting of the Board of Directors attended by two-thirds or more of all the Directors, and make a report to the most recent shareholders' meeting.

Chapter VII – Supplementary Provisions

Article 21: Matters not addressed in these Articles of Incorporation shall be governed by the Company Act and other applicable regulations.

Article 22: The Articles of Incorporation was enacted on April 12, 1991.
The first Amendment was adopted on September 21, 1994.
The second Amendment was adopted on September 23, 1994.
The third Amendment was adopted on July 25, 1995.
The fourth Amendment was adopted on March 21, 1997.
The fifth Amendment was adopted on August 12, 1997.
The sixth Amendment was adopted on April 30, 1999.
The seventh Amendment was adopted on April 28, 2000.
The eighth Amendment was adopted on April 26, 2002.
The ninth Amendment was adopted on April 29, 2003.
The tenth Amendment was adopted on May 6, 2005.
The eleventh Amendment was adopted on June 9, 2006.
The twelfth Amendment was adopted on June 15, 2007.
The thirteenth Amendment was adopted on April 7, 2008.
The fourteenth Amendment was adopted on June 23, 2009.
The fifteenth Amendment was adopted on June 9, 2011.
The sixteenth Amendment was adopted on June 5, 2012.
The seventeenth Amendment was adopted on June 6, 2014.
The eighteenth Amendment was adopted on June 6, 2016.
The nineteenth Amendment was adopted on June 6, 2017.
The twentieth Amendment was adopted on June 10, 2019.
The twenty-first Amendment was adopted on June 9, 2020.
The twenty-second Amendment was adopted on June 10, 2025.

FOUNDING CONSTRUCTION DEVELOPMENT CORP.

LIU, HSIN-HSIUNG
Chairman

FOUNDING CONSTRUCTION DEVELOPMENT CORP.
(the “Company”)

Rules of Procedure of Shareholders' Meeting

Article 1: Shareholders' meeting of the Company (the "Meeting") shall be conducted in accordance with this Rules of Procedure of Shareholders' Meeting (the “Rules of Procedure”). Any matter not provided in the Rules of Procedure shall be handled in accordance with the Company Act and other relevant laws and regulations.

Article 2: The "shareholder" referred to in the Rules of Procedure means the shareholder himself/herself/itself and the proxy appointed by the shareholder.

Article 3: The Company shall furnish the attending shareholders with an attendance sheet to sign, or attending shareholders (or proxies) may hand in a sign-in card in lieu of signing in. If the sign-in card is handed over to the Company, it is deemed that the shareholder or proxy named on the sign-in card is present in person, and the Company is not responsible for identification.

Article 4: Attendance and voting at Meetings shall be calculated based on numbers 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 plus the number of shares whose voting rights are exercised by correspondence or electronically.

When a juristic person is appointed to attend as proxy, it may designate only one person to represent it in the Meeting.

When a juristic person shareholder appoints two or more representatives to attend the Meeting, only one of the representatives so appointed may speak on the same proposal.

Article 5: The Meeting shall be held at the head office of the Company or at any other appropriate place that is convenient for the shareholders to attend. The time to start the Meeting shall not be earlier than 9:00 a.m. or later than 3:00 p.m.

Article 6: If the Meeting is convened by the board of directors, the Meeting shall be chaired by the chairman of the board. When the chairman of the board is on leave or for any reason unable to exercise the powers of the chairman, the vice chairman shall act in place of the chairman; if there is no vice chairman or the vice chairman also is on leave or for any reason unable to exercise the powers of the vice chairman, the chairman shall appoint one of the directors to act as chairman. Where the chairman does not make such a designation, the directors shall select from among themselves one person to serve as chairman.

If the Meeting is convened by a party with power to convene but other than the board of directors, the convening party shall chair the meeting. When there are two or more such convening parties, they shall mutually select a chairman from among themselves.

Article 7: The chairman shall call the Meeting to order at the appointed meeting time. However, when the attending shareholders do not represent a majority of the total number of issued shares, the chairman may announce a postponement, provided that no more than two such postponements, for a combined total of no more than one hour, may be made. If the quorum is not met after two postponements, the chairman may declare the Meeting adjourned,

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provided that the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Paragraph 1, Article 175 of the Company Act; all shareholders shall be notified of the tentative resolution and another Meeting shall be convened within 1 month. When, prior to conclusion of the Meeting, the attending shareholders represent a majority of the total number of issued shares, the chairman may resubmit the tentative resolution for a vote by the Meeting pursuant to Article 174 of the Company Act.

Article 8: If the Meeting is convened by the board of directors, its meeting agenda shall be set by the board of directors, and the Meeting shall proceed in the order set by the agenda which may not be changed without a resolution of the Meeting.

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

The chairman may not declare the Meeting adjourned prior to completion of deliberation on the meeting agenda of the preceding two paragraphs (including extraordinary motions), except by a resolution of the Meeting. If the chairman declares the meeting adjourned in violation of the Rules of Procedure, a new chairman may be elected by agreement of a majority of the votes represented by the attending shareholders, and then continue the meeting.

After the Meeting is adjourned, the shareholder may not elect another chairman to resume the Meeting at the same or another place.

Article 9: 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 chairman.

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

Shareholders restrict the authority of the proxy in the power of attorney or other methods, regardless of whether it is known to the Company, the speech or vote made by the proxy shall prevail.

Article 10: Except with the consent of the chairman, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed 5 minutes. If the shareholder's speech exceeds the prescribed time, number of times or scope of the agenda item, the chairman may stop such shareholder's speech.

When a shareholder is speaking, other shareholders may not speak or interrupt unless they have sought and obtained the consent of the chairman and the speaking shareholder. The chairman shall stop any violation.

Those who do not obey the stop order of the chairman in the previous two paragraphs shall be handled in accordance with Paragraph 3, Article 18 of the Rules of Procedure.

Article 11: After an attending shareholder has spoken, the chairman may respond in person or direct relevant personnel to respond.

Article 12: Discussions or votes shall be carried out only for proposals. When the chairman considers that a proposal has been discussed sufficiently to put it to a vote, the chairman may announce the discussion closed, call for a vote.

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For such proposals which are announced by the chairman to close the discussion and to be determined by votes, ballots may be casted for several motions at the same time but shall be voted separately.

Article 13: Except as otherwise specified in the Company Act or the Articles of Incorporation of the Company, a resolution shall be adopted by a majority of the votes represented by the attending shareholders.

In the event that shareholders voting through electronic means does not object, resolutions shall be deemed adopted and shall have the same effect as if it was voted by casting ballots if no objection is voiced after inquiry by the chairman.

If any shareholder objects to any proposal, such proposal shall be put to a vote, and the chairman may determine whether to vote on each proposal in the agenda separately, or vote on various proposals (including election) together or in separate installments and calculate the votes separately for each.

In the event there is an amendment or an alternative to a proposal, the chairman shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. When any one of the proposals is resolved, the other proposals will then be deemed rejected and no further voting shall be required.

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

Pursuant to Article 177-1 of the Company Act, any shareholder using the specified written or electronic means to exercise his/her voting rights will be deemed to have attended the Meeting in person but will be deemed to have waived its rights to vote on the motions and amended proposals.

Article 15: Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chairman, provided that all monitoring personnel shall be shareholders of the Company.

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

Article 16: The Company may appoint its attorney-at-law, certified public accountants or other related persons to attend the Meeting.

Article 17: The Company shall make an audio or video recording of the proceedings of the Meeting, and retain the recorded materials for at least 1 year. If, however, a shareholder files a lawsuit in accordance with Article 189 of the Company Act, the recorded materials shall be retained until the conclusion of the litigation.

Article 18: The chairman may direct the proctors or security personnel to help maintain order at the Meeting place. When proctors or security personnel help maintain order at the Meeting place, they shall wear an identification card or armband.

At the place of the Meeting, if a shareholder attempts to speak through any device other than the public address equipment set up by the Company, the chairman may prevent the

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shareholder from so doing.

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

Article 19: When a Meeting is in progress, the chairman may announce a break based on time considerations. If a force majeure event occurs, the chairman 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 extraordinary motions) on the Meeting agenda have been addressed, the Meeting may adopt a resolution to resume the Meeting at another venue.

Article 20: These Rules of Procedures, and any amendments hereto, shall be implemented after approval by a Meeting.

FOUNDING CONSTRUCTION DEVELOPMENT CORP.
(the “Company”)

Procedures for Election and Appointment of Directors

Approved by the shareholders' meeting
on June 10, 2021

- Article 1 Unless otherwise provided in laws, rules or regulations or the articles of incorporation of the Company, the directors of the Company shall be elected and appointed in accordance with the procedures specified herein (the “Procedures”).
- Article 2 The overall composition of the board of directors shall be taken into consideration in the selection of the Company's directors.
Each board member shall have the necessary knowledge, skill, and experience to perform his/her duties.
More than half of the directors shall be persons who have neither a spousal relationship nor a relationship within the second degree of kinship with any other director.
- Article 3 The qualifications, election and appointment for the independent directors of the Company shall comply with the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies and shall be conducted in accordance with Article 24 of the Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies.
- Article 4 Elections of directors at the Company shall be conducted in accordance with the candidate nomination system and procedures set out in Article 192-1 of the Company Act.
When the number of directors falls below five due to the dismissal of a director for any reason, the Company shall hold a by-election to fill the vacancy at its next shareholders meeting. When the number of directors falls short by one third of the total number prescribed in the Company’s articles of incorporation, the Company shall call a special shareholders meeting within 60 days from the date of occurrence to hold a by-election to fill the vacancies.
When the number of independent directors falls below that required under the proviso of Article 14-2, paragraph 1 of the Securities and Exchange Act, a by-election shall be held at the next shareholders meeting to fill the vacancy. When the independent directors are dismissed en masse, a special shareholders meeting shall be called within 60 days from the date of occurrence to hold a by-election to fill the vacancies.
- Article 5 The directors of the Company shall be elected pursuant to a cumulative voting mechanism. Each share shall have voting rights equivalent to the number of directors to be elected and such voting rights can be combined to vote for one person or divided to vote for several persons.
- Article 6 The board of directors shall prepare ballots equal to the number of directors to be elected. The number of voting rights associated with each ballot shall be specified on the ballots, which shall then be distributed to the attending shareholders at the

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shareholders meeting. Attendance card numbers printed on the ballots may be used instead of recording the names of voting shareholders.

Article 7 The candidates acquiring ballots representing the highest numbers of voting rights, calculated separately for independent and non-independent director positions, will be elected sequentially according to their respective numbers of votes in accordance with the number of directors provided in the articles of incorporation of the Company. When two or more candidates acquire the same number of voting rights and the number of such candidates exceeds the specified number of positions available, such candidates shall draw lots to determine who would prevail. The chairman of the shareholders' meeting (the "Chairman") shall draw lots on behalf of the candidates not in attendance.

Article 8 Before the election begins, the Chairman shall appoint several persons, who are shareholders of the Company, to perform the respective duties of vote monitoring and counting personnel. The ballot box used for voting shall be prepared by the board of directors of the Company and checked in public by the vote monitoring personnel before voting commences.

Article 9 Ballots shall be deemed void under any of the following circumstances:

- (1) Ballots not prepared by the Company.
- (2) Blank ballots placed in the ballot box.
- (3) Ballots with illegible or altered writing.
- (4) The information of a candidate is inconsistent with the information recorded in the list of directorial candidates.
- (5) Other words or marks are entered in addition to the number of voting rights allotted.

Article 10 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 elected directors and the numbers of voting rights, shall be announced by the Chairman on the site. The ballots specified in preceding paragraph shall be sealed and signed by the monitoring personnel and kept in proper custody for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the ballots shall be retained until the conclusion of the litigation

Article 11 The board of directors of the Company shall issue notification letters to the persons elected as directors.

Article 12 These Rules, and any amendments hereto, shall be implemented after approval by a shareholders' meeting.

Founding Construction Development Corp. Shareholding of Directors

1. The paid-in capital of the Company is NT\$ 2,852,449,440 and the total number of issued shares is 285,244,944 shares.
2. According to Article 26 of the "Securities and Exchange Act", the minimum number of shares to be held by all directors is 12,000,000 shares.
3. A list of the number of shares held by all directors recorded in the shareholder register as of April 25, 2026, the book closure date of this year, is provided as follows, showing full compliance with Article 26 of the "Securities and Exchange Act".

Title	Name	Date Elected	Term of Service	Shareholding when Elected		Shareholding on book closure date	
				shares	%	shares	%
Chairman	Syntain Corp. Representative Liu Hsin-Hsiung	6/9/2023	3 years	22,918,571	8.03%	22,918,571	8.03%
Vice Chairman	Syntain Corp. Representative Liu Min-Liang	6/9/2023	3 years	22,918,571	8.03%	22,918,571	8.03%
Director	Syntain Foundation Representative Liu, Fang-Wen	6/9/2023	3 years	940,000	0.33%	940,000	0.33%
Director	Wenrui Investment Representative Chiang, Guang-Hui	6/9/2023	3 years	549,209	0.19%	549,209	0.19%
Director	Liu, Hua-Hsing	6/9/2023	3 years	4,005,089	1.40%	4,005,089	1.40%
Director	Ho, Ming-Hui	6/9/2023	3 years	41,855	0.01%	41,855	0.01%
Independent Director	Lee, Shu-Lan	6/9/2023	3 years	13,680	0.00%	13,680	0.00%
Independent Director	Hung, Lung-Ping	6/9/2023	3 years	200,760	0.07%	200,760	0.07%
Independent Director	Lan, You-Liang	6/9/2023	3 years	0	0.00%	0	0.00%
	Total			28,669,164	10.05%	28,669,164	10.05%

4. In accordance with Article 2 of the "Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies", if a public company has elected two or more independent directors, the share ownership figures calculated at the rates for all directors other than the independent directors shall be decreased by 20 percent.