

Stock Code:2540

JSL CONSTRUCTION & DEVELOPMENT CO., LTD.

2024 Annual Shareholders' Meeting

Meeting Handbook

Time: 9:00 am, June 28, 2024 (physical meeting)

Location: 2nd Floor, No.128 Longjiang Road, Zhongshan District,
Taipei City (Conference Hall)

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JSL Construction & Development Co., Ltd.
Meeting Procedures for 2024 Annual Shareholders' Meeting

- I. Call the Meeting to Order
- II. Chairperson's speech
- III. Report Matters
- IV. Ratification Matters
- V. Discussions
- VI. Extraordinary motions
- VII. Adjournment

JSL Construction & Development Co., Ltd.

Meeting Procedures for 2024 Annual Shareholders' Meeting

Time: 09:00 am, June 28, 2024 (Friday).

Location: (Conference Hall) 2nd Floor, No.128 Longjiang Road, Zhongshan District, Taipei City.

One. Call the Meeting to Order

Two. Chairperson's speech

Three. Report Matters

- I. 2023 Business Report.
- II. Audit committee's review of the 2023 year-end report.
- III. Distribution of employee and director remuneration for 2023.
- IV. Report on director remuneration for 2023 by the Company
- V. Report on endorsement and guarantee.
- VI. Report on the issue of domestic secured (unsecured) corporate bonds.
- VII. Distribution of cash from capital surplus.
- VIII. Other report matters.

Four. Ratification Matters

- I. Ratification of the 2023 business report and financial statements.
- II. Ratification of 2023 profit distribution.

Five. Discussions

- I. Amend provisions of the "Articles of Incorporation".
- II. Amend provisions of the "Rules of Procedures of Shareholders' Meeting".
- III. Capitalization of profits and capital surplus to issue new shares.

Six. Extraordinary motions

Seven. Adjournment

Three. Report Matters

Motion 1

Summary: Present the 2023 Business Report for review.

Description: For the 2023 Business Report and the 2024 business outlook, please refer to page 11 (Attachment I) of the meeting handbook.

Motion 2

Summary: Present the 2023 final account and reports audited by the Audit Committee for review.

Description: For the 2023 final account and reports audited by the Audit Committee, please refer to page 14 (Attachment II) of the meeting handbook.

Motion 3

Summary: Present the distribution of employee and director remuneration for review.

Description:

- I. According to the provisions of the “Articles of Incorporation”, if the Company is profitable in the fiscal year, no less than 1% of the profit shall be offered as employee remuneration, and no more than 3% of the profit shall be allocated as director remuneration.
- II. It is proposed to allocate NT\$39,544,903 (reporting currency) as employee remuneration, for an allocation ratio of about 2%.
- III. It is proposed to allocate NT\$9,886,226 as director remuneration, for an allocation ratio of about 0.5%.
- IV. The remuneration will be distributed in cash.

Motion 4

Summary: Present the report on director remuneration for 2023 by the Company for review.

Description:

- I. The Remuneration Committee is to evaluate the salary and remuneration policy for directors in order to propose recommendations to the Board of Directors as references for the decision making of the Board.
- II. Pursuant to Article 20 of the Articles of Incorporation, the Board is authorized to determine the remuneration of all directors based on their level of participation in and contribution to the Company’s operation, and with reference to the standard among industry peers. The remuneration of independent directors shall be determined by the Board based on the principle of the preceding paragraph, and independent directors are not eligible for the distribution of directors’ remuneration and other bonuses.
- III. For individual remuneration received by directors, please refer to the following table:

Job title	Name	Directors' remuneration								Total Remuneration (A+B+C+D) as a percentage of the Net Income		Remuneration for concurrent position as an employee						Total Compensation (A+B+C+D+E+F+G) as a percentage of the Net Income		Whether receive remuneration from non-consolidated affiliates		
		Base Compensation (A)		Severance Pay and Pensions (B)		Compensation to Directors (C)		Allowances for Operations (D)		The Company	From All Consolidated Entities	The Company	From All Consolidated Entities	Base Compensation, Bonuses, and Allowances (E)		Severance Pay and Pensions (F)		Employees' Profit Sharing Bonus (G)			The Company	From All Consolidated Entities
		The Company	From All Consolidated Entities	The Company	From All Consolidated Entities	The Company	From All Consolidated Entities	The Company	From All Consolidated Entities					Cash	Stock	Cash	Stock					
	Wen-Yu Chu (Note 1)	—	—	—	—	—	—	—	—	—	—	—	—	3,841	3,841	—	—	—	—	0.25%	—	
Chairman	Chu Yuan Industrial Co., Ltd. Representative: Wen-Yu Chu (Note 1)	—	—	—	—	3,955	3,955	—	—	—	0.26%	0.26%	—	5,294	5,294	—	—	—	—	0.61%	—	
Director	Chu Yuan Industrial Co., Ltd. Representative: Ching-Tsai Chang (Note 2)	—	—	—	—	—	—	—	—	—	—	—	4,139	4,139	—	—	—	—	0.27%	—		
Director	Representative of Fengyun Advertising Co., Ltd.: Ching-Tsai Chang (Note 2)	—	—	—	—	1,977	1,977	—	—	—	0.13%	0.13%	—	26,133	26,133	3,000	—	3,000	—	2.06%	—	
Director	Chu Yuan Industrial Co., Ltd. Representative: Ying-Chu Chang (Note 3)	—	—	—	—	—	—	—	—	—	—	—	4,288	4,288	—	—	—	—	0.28%	—		
Director	Representative of Jaysanlyn Advertising Co., Ltd.: Ying-Chu Chang (Note 3)	—	—	—	—	1,977	1,977	—	—	—	0.13%	0.13%	—	10,314	10,314	3,000	—	3,000	—	1.01%	—	
Director	Representative of Yi-Feng International Development Co., Ltd.: Mao-Yen Hsu (Note 4)	—	—	—	—	—	—	—	—	—	—	—	1,560	1,560	—	—	—	—	0.10%	—		
Director	Representative of Yangshanlin Advertising Co., Ltd.: Yi Chu (Note 5)	—	—	—	—	1,977	1,977	—	—	—	0.13%	0.13%	—	45,674	45,674	3,000	—	3,000	—	3.36%	—	
Independent Director	Hsiang-Chi Hu	240	240	—	—	—	—	200	200	—	0.03%	0.03%	—	—	—	—	—	—	—	0.03%	—	
Independent Director	Ju-Chun Tsai	240	240	—	—	—	—	—	—	—	0.02%	0.02%	—	—	—	—	—	—	—	0.02%	—	
Independent Director	Chih-Hung Chang	240	240	—	—	—	—	—	—	—	0.02%	0.02%	—	—	—	—	—	—	—	0.02%	—	

In addition to that disclosed in the above table, the remuneration received by the directors for their services provided (such as serving as a non-employee consultant for the parent company and all companies/re-investment listed in the financial reports) in the most recent fiscal year: None.

Note 1: Chairman Wen-Yu Chu was re-elected as the representative of judicial person of Chu Yuan Industrial Co., Ltd. at the Shareholders' Meeting on June 30, 2023.

Note 2: Representative of Chu Yuan Industrial Co., Ltd.: Ching-Tsai Chang was re-elected as the representative of judicial person of Fengyun Advertising Co., Ltd. at the Shareholders' Meeting on June 30, 2023.

Note 3: Representative of Chu Yuan Industrial Co., Ltd.: Ying-Chu Chang was re-elected as the representative of judicial person of Jaysanlyn Advertising Co., Ltd. at the Shareholders' Meeting on June 30, 2023.

Note 4: Representative of Yi-Feng International Development Co., Ltd.: Mr. Mao-Yen Hsu resigned at the Shareholders' Meeting on June 30, 2023.

Note 5: Yangshanlin Advertising Co., Ltd.: Mr. Yi Chu was elected as Director and appointed as representative of juridical person at the Shareholders' Meeting on June 30, 2023.

Motion 5

Summary: Present the report on endorsement and guarantee for review.

Description: For the status of endorsement and guarantee, please refer to the following table:

Unit: in thousands

Number	Endorser / Guarantor	Party being endorsed/guaranteed		Limit on endorsements/guarantees provided for a single party	Maximum outstanding endorsement/guarantee amount for the period	Outstanding endorsement/guarantee amount for the period	Actual amount drawn down	Amount of endorsements/guarantees secured with collateral	Percentage of accumulated endorsement/guarantee amount to net asset value of the endorser/guarantor or company	Ceiling on total amount of endorsement/guarantees provided	Provision of endorsements/guarantees by parent company to subsidiary	Provision of endorsements/guarantees by subsidiary to parent company	Provision of endorsements/guarantees to the party in China
		Company Name	Relationship										
1	Shigang Construction and Development	JSL Construction & Development Co., Ltd.	3	563,389	302,565	278,910	278,910	278,910	990.13%	563,389	N	Y	N
2	Chuwang Development Co., Ltd.	JSL Construction & Development Co., Ltd.	7	5,425,534	712,141	712,141	-	-	131.26%	10,851,068	N	Y	N

Motion 6

Summary: Present the report on the issue of domestic secured (unsecured) corporate bonds for review.

Description: Status on the issue of domestic secured (unsecured) corporate bonds:

- (I) Reported effective starting July 23, 2021 by the Zheng-Gui-Zhai-Zi Document #11000075221 of the Taipei Exchange, which approved the issuance of 2021 first series secured corporate bonds for NT\$500 million.
- (II) Reported effective starting November 16, 2021 by the Zheng-Gui-Zhai-Zi Document #11000125241 of the Taipei Exchange, which approved the issuance of 2021 second series secured corporate bonds for NT\$600 million.
- (III) Reported effective starting December 29, 2021 by the Zheng-Gui-Zhai-Zi Document #11000142841 of the Taipei Exchange, which approved the issuance of 2021 third series domestic secured corporate bonds for NT\$500 million.
- (IV) Reported effective starting June 24, 2022 by the Zheng-Gui-Zhai-Zi Document #11100063751 of the Taipei Exchange, which approved the issuance of 2022 first series domestic unsecured corporate bonds for NT\$500 million.
- (V) Reported effective starting September 14, 2023 by the Zheng-Gui-Zhai-Zi Document #11200098601 of the Taipei Exchange, which approved the issuance of 2023 first series domestic secured corporate bonds for NT\$270 million.
- (VI) For the abovementioned issue of corporate bonds, please refer to page 15 of the meeting handbook (Attachment III).

Motion 7

Summary: Present report on distribution of cash from capital surplus for review.

- Description:**
- I. It is proposed to distribute the capital surplus of NT\$624,909,975 from the “surplus of ordinary shares issued in excess of the par value” to shareholders in cash at NT\$1.5 per share in accordance with Article 241 of the Company Act.
 - II. The cash dividends distributed to shareholders according to the proportion of their shareholdings recorded in the shareholder register on the record date are rounded down to the nearest whole dollar value. The sum of the fractional cash dividends less than NT\$1 will be transferred to the Employee Welfare Committee.
 - III. If the cash distribution proposal needs to be revised due to the

Company's repurchase of shares or transfer or cancellation of treasury shares or issuance of new shares for capital increase and the number of shares that can participate in cash distribution is affected, it is proposed to have the Board authorize the Chairman to conduct and adjust changes with full authority.

- IV. This proposal was approved by the Board of Directors and submitted to the 2024 Annual Shareholders' Meeting in accordance with the "Articles of Incorporation", wherein the Chairman of the Board of Directors was authorized to set an alternative a record date of dividends and deal with any outstanding matters in this regard with full authority.

Motion 8

Summary: Present other reporting matters for review.

Description: Shareholders holding less than 1% of the total number of issued shares regarding the 2024 Annual Shareholders' Meeting of the Company shall propose motions in writing to the Company during the acceptance period of shareholders' proposals (from April 26, 2024 to May 6, 2024) in accordance with Article 172-1 of the Company Act.

Four. Ratification Matters

Motion 1

Proposed by the Board of Directors

Summary: Present the 2023 Business Report and financial statements for ratification.

Description: I. The Company's 2023 parent company only and consolidated financial statements have been approved by the resolution of the Board of Directors, and audited by accountants, Shih-Chin Chih and Hsin-Ting Huang of KPMG, who have prepared an audit report with unqualified opinions and submitted the report together with the business report to the Audit Committee for review, and the audit report has been issued.

II. For the 2023 business report, independent auditors' report and financial statements, and Audit Committee report, please refer to pages 10-17 of the meeting handbook (Attachment I~II and IV~V).

III. The documents submitted require ratification.

Resolution:

Motion 2

Proposed by the Board of Directors

Summary: Present the 2022 profit distribution for ratification.

Description: I. The distributable profit at the beginning of 2023 was NT\$967,248,301 (reporting currency), added to the current net profit of NT\$1,507,668,089 and, after setting aside NT\$150,766,809 as legal reserve in accordance with the law, the distributable profit comes to NT\$2,324,149,581, to be distributed as follows:

(1) Stock dividends: NT\$1,666,426,600, at NT\$4 per share.

II. After the distribution, the Company's undistributed profit totaled NT\$657,722,981. For the 2023 profit distribution table, please refer to

- page 18 of the meeting handbook (Attachment VI).
- III. The documents submitted require ratification.

Resolution:

Five. Discussions

Motion 1 Proposed by the Board of Directors

Summary: Present amendments to provisions of the Company's "Articles of Incorporation" for discussion.

- Description:
- I. It is proposed to amend provisions of the "Articles of Incorporation" to meet the Company's current needs.
 - II. For the table of comparison of amended provisions of "Articles of Incorporation", please refer to page 19 (Attachment VII) of the meeting handbook.
 - III. The documents submitted require deliberation.

Resolution:

Motion 2 Proposed by the Board of Directors

Summary: Present amendments to provisions of the Company's "Rules of Procedure of Shareholders' Meeting" for discussion.

- Description:
- I. It is proposed to amend provisions of the "Rules of Procedures of Shareholders' Meeting" to comply with the regulatory amendments.
 - II. For the table of comparison of amended provisions of the "Rules of Procedures of Shareholders' Meeting," please refer to page 20 (Attachment VIII) of the meeting handbook.
 - III. The documents submitted require deliberation.

Resolution:

Motion 3 Proposed by the Board of Directors

Summary: Present the proposal of capitalization of profits and capital surplus by issuing new shares for discussion.

- Description:
- I. In order to raise working capital to meet the needs of future development, it is planned to issue new shares for capitalization of profit. The shareholder dividends of NT\$1,666,426,600 (reporting currency) will be allocated from the 2023 distributable profit, and NT\$166,642,660 new shares will be issued for capital increase. The par value of the shares is NT\$10. The issue of bonus shares for capital increase is calculated based on the number of common shares currently outstanding, and 400 shares will be distributed free of charge for every thousand shares owned by shareholders.
 - II. It is proposed to issue 41,660,665 new shares with a par value of NT\$10 per share by capitalizing the capital surplus of NT\$416,606,650 from the "surplus of ordinary shares issued in excess of the par value" in accordance with Article 241 of the Company Act. The capitalization of capital surplus is calculated based on the number of common shares currently outstanding, and 100 shares will be

distributed free of charge for every thousand shares owned by shareholders.

- III. The actual allotment ratio is calculated based on the shareholders and their shareholding recorded in the shareholder register on the date of record. For fractional shares, shareholders can pool them together within five days after the stop-transfer date through the shareholder services agent commissioned by the Company. Shares that are still less than a full share after pooling or that are not pooled together by the deadline are converted into cash to the nearest NTD in accordance with Article 240 of the Company Act, and the Chairman is authorized to assign a specific person to purchase the shares at face value.
- IV. The new shares from the capital increase are issued without a physical registration certificate, and have the same rights and obligations as the common stock previously issued. In the event that there are changes in laws, requirements of competent authorities, or changes in the Company's share capital, which affect the number of shares outstanding and result in changes in the share allocation ratio of shareholders that needs to be corrected, it is proposed that the board of directors authorizes the Chairman to administer this matter.
- V. After the issue of new shares for the capital increase is approved by the resolution of the 2024 shareholders' meeting and the competent authority, it is proposed that the Board authorizes the Chairman to set a record date for the stock split and capital increase and other outstanding matters with full authority.
- VI. The proposal submitted requires deliberation.

Resolution:

Six. Extraordinary Motions

Seven. Adjournment

JSL Construction & Development Co., Ltd.

2023 Business Report

Greetings to all of our valued shareholders,

Since 2022, major economic entities around the world have suffered from high inflationary adjustments, countries in Europe and the United States have raised interest rates. Taiwan's Central Bank also raised interest rates several times between 2022 and 2023 with the aim to suppress soaring domestic prices, and has implemented measures such as the Amendment to the Equalization of Land Rights Act in order to curb speculation on real estate and land. However, the real estate market began to recover in the second half of 2023 due to robust rigid demands in the housing market and the continuous introduction of amendments and subsidies by the government to reduce the burden on house buyers.

Our 2023 operating revenue amounted to NT\$8,102,882 thousand, mainly from consignment projects of “The Top City”, “The Grand Palace”, “The Paradise in Hsinchu”, and “Denver Flower City”; construction project of “The Gallery Mansion”; and builder projects of “The Paradise in Hsinchu”, “The Grand Palace”, and “River Palace”. The operating income in 2023 increased by 71.16% compared to that of 2022, mainly due to favorable sales of the consignment business. The 2023 net profit was NT\$1,507,668 thousand, and the earnings per share were NT\$3.91.

I. 2023 business results

(I) Results of the business plan

Unit: In NT\$1,000

Item	2023	2022	Increase (Decrease)	Increase (Decrease) in percentage
Operating revenue	8,102,882	4,734,010	3,368,872	71.16%
Gross profit	4,779,984	1,410,158	3,369,826	238.97%
Operating Income	3,322,898	716,555	2,606,343	363.73%
Net non-operating income and expenses	-290,807	-113,605	-177,202	155.98%
Net income for the year	1,507,668	444,615	1,063,053	239.10%
Earnings per share (after taxes) (NT\$)	3.91	1.21	2.70	223.14%

Note: 2022 earnings per share is calculated based on earnings and share capital after allotment of capital surplus in 2023, so as to facilitate comparison with earnings per share in 2023.

(II) Budget execution

Not applicable as the Company and subsidiaries are not required to prepare and disclose 2023 annual financial forecasts according to regulations.

(III) Financial income and expense and profitability analysis

Items to be analyzed		2023	2022
Solvency	Current ratio (%)	134.16	132.58
	Quick ratio (%)	34.17	30.04
Profitability	Return on assets (%)	5.90	2.73
	Return on equity (%)	19.98	7.17
	Operating profit to paid-in capital ratio (%)	58.02	26.93
	Pre-tax net income to paid-in capital ratio (%)	50.59	22.66
	Net income ratio (%)	18.60	9.39

(IV) Status on research and development

- (1) Market research and development: Accurately grasp and regularly discuss and analyze trends of economic development and real estate market information as the reference for product positioning and marketing strategies. Discuss urban renewal, commercial real estate and other products to respond to the Company's future continuous growth.
- (2) Architectural planning and design: Hire well-known architects and design teams to plan products with innovative thinking, and plan high-quality buildings in line with the local characteristics of projects to improve area competitiveness and create new lifestyle and market value.
- (3) Construction engineering and management: Develop and introduce the most suitable engineering technology and management methods for products of different types. Strictly control the construction quality and ensure the safety of the construction sites. Rigorously control the construction progress and cost to improve product competitiveness.

II. 2024 business outlook

In recent years, the government has successively introduced control measures for the real estate market, such as tax practices, LTV ratio, real price registration, transfer restrictions, etc. The Central Bank is also raising interest rates to curb inflation. These measures affect the real estate market to an extent. In response to the robust market demands, we will continue to offer products at prices acceptable to buyers and effectively control construction costs and schedule. Here is a description of the 2024 business outlook:

(I) Business guidelines

- (1) The consignment business accepts cases with convenient traffic and competitive prices and product highlights, aiming to meet the needs of consumers and provide consumers with more diverse and high-quality product choices.
- (2) The construction case is developed by selecting the rezoning area with convenient transportation or high development potential, and planning products with innovative

thinking, thereby launching cases meeting market demands, effectively creating added value and increasing profit sources.

- (3) Reinforce the construction management function, effectively control the cost, and ensure that projects are on schedule and the quality is not compromised.
- (4) Continue to improve the human resources training program. Cultivate professionals and attract talents in order to enhance the Company's competitive advantages.

(II) Important manufacturing and sales policies

- (1) Elaborate on our specialty of real estate sales and development, and introduce products with highlights meeting the market demand.
- (2) Based on our professional product planning, we launch high-quality products to establish customers' brand recognition. We also provide comprehensive after-sales services to build a good brand image and reputation and further enhance customer trust in the Company.
- (3) Establish diverse marketing channels and integrate various marketing resources to strengthen sales capabilities.

(III) Future development strategies

- (1) Continue to cultivate our core businesses of real estate consignment sales and development to stabilize our profit.
- (2) Continue to develop real estate-related businesses, aiming to provide all-round services in the real estate industry.

(IV) Impact of the competitive environment, regulatory environment, and macroeconomic environment

- (1) Improve our competitiveness in the market with differentiated and high-quality products.
- (2) Pay attention to the research and changes of laws and regulations to ensure the optimization of the interests of customers and shareholders.
- (3) Pay attention to the macroeconomic environment and market changes and formulate the best sales and financial strategies to improve our competitive advantages and flexibility.

JSL Construction & Development Co., Ltd. will adhere to our business philosophy of practicality and prudence and improve operating performance and competitiveness to maximize profits for shareholders in 2024. We are grateful to all shareholders for the support, and we look forward to receiving more feedback and recommendations. Finally, we will give you our best regards for the bright future.

Chairman:



Executive Manager:



Principal Accounting Officer:



JSL Construction & Development Co., Ltd.

Audit Committee Report

We have reviewed the Company's 2023 business report and financial statements (including consolidated financial statements) prepared by the Board of Directors. The financial statements (including consolidated financial statements) have been audited by CPA Shih-Chin Chih and Hsin-Ting Huang of KPMG entrusted by the Company, and an independent auditor's report has been issued. The above-mentioned reports submitted by the Board have been reviewed and determined to be correct and accurate by the Audit Committee. According to Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act, we hereby submit this report.

Yours sincerely,

The 2024 Annual Shareholders' Meeting

JSL Construction & Development Co., Ltd.

Convener of the Audit Committee: Hsiang-Chi Hu



March 15, 2024

Status on the implementation of domestic secured (unsecured) corporate bonds

Types of corporate bonds	2021 first series domestic secured corporate bonds	2021 second series domestic secured corporate bonds	2021 third series domestic secured corporate bonds	2022 first series domestic unsecured corporate bonds	2023 first series domestic secured corporate bonds
Date of issue	July 30, 2021	November 25, 2021	January 6, 2022	July 4, 2022	September 21, 2023
Denomination	NT\$1 million	NT\$1 million	NT\$1 million	NT\$1 million	NT\$1 million
Place of issue and trading	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable
Issue price	Issued in full at face value	Issued in full at face value	Issued in full at face value	Issued in full at face value	Issued in full at face value
Total amount	NT\$500 million	NT\$600 million	NT\$500 million	NT\$500 million	NT\$270 million
Interest rate	Coupon fixed annual interest rate at 0.70%	Coupon fixed annual interest rate at 0.60%	Coupon fixed annual interest rate at 0.65%	Coupon fixed annual interest rate at 4.0%	Coupon fixed annual interest rate at 1.62%
Deadline	3-year Maturity date: July 30, 2024	5-year Maturity date: November 25, 2026	3-year Maturity date: January 6, 2025	3-year Maturity date: July 4, 2025	3-year Maturity date: September 21, 2026
Guarantee Agency	Bank of Panshin Co., Ltd.	First Commercial Bank, Ltd.	Taiwan Cooperative Bank Co., Ltd.	Not applicable	Taiwan Cooperative Bank
Trustee	JihSun International Commercial Bank Co., Ltd.	JihSun International Commercial Bank Co., Ltd.	JihSun International Commercial Bank Co., Ltd.	Taiwan Shin Kong Commercial Bank Co., Ltd.	Taipei Fubon Commercial Bank Co., Ltd.
Underwriter	Taiwan Cooperative Securities	First Securities Inc.	Taiwan Cooperative Securities	Taiwan Cooperative Securities	Taiwan Cooperative Securities
Certified attorney	Ya-Wen Chiu	Ya-Wen Chiu	Ya-Wen Chiu	Ya-Wen Chiu	Ya-Wen Chiu
CPA	Maggie Chang	Maggie Chang	Maggie Chang	Maggie Chang	Shih-Chin Chih
Repayment	One payment at maturity	One payment at maturity	One-fifth of the total issued amount of the corporate bonds is repaid one year after the issue date, another one-fifth of the total amount is repaid two years after the issue date, and three-fifths of the total amount is repaid three years after the issue date.	The repurchase right is exercised on the day of the interest payment date one year after the issue of the corporate bonds to buy back 50% of the total issue; and the repurchase right is exercised on the day of the interest payment date two years after the issue of the corporate bonds to buy back another 50%. If the Company has not exercised its repurchase right, the principal will be repaid in one payment at maturity three years after the issue date of the corporate bonds.	15% of the total issued amount of the corporate bonds is repaid one year after the issue date, another 15% of the total amount is repaid two years after the issue date, and 70% of the total amount is repaid three years after the issue date.
Outstanding amount	NT\$500 million	NT\$600 million	NT\$300 million	NT\$500 million	NT\$270 million
Terms of redemption or prepayment	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable
Restrictions	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable
Name of credit-rating agencies, date of rating, results of rating of corporate bonds	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable
Additional rights	Amount of common shares, depositary receipts or other negotiable securities already converted (exchanged or subscribed)	Not applicable	Not applicable	Not applicable	Not applicable
	Issue and conversion (exchange or subscription)	Not applicable	Not applicable	Not applicable	Not applicable
Possible dilution of share and its impact on the equity of existing shareholders	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable
Name of custodian entrusted with the exchange	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable



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Independent Auditors' Report

To the Board of Directors of JSL CONSTRUCTION & DEVELOPMENT CO., LTD.:

Opinion

We have audited the financial statements of JSL CONSTRUCTION & DEVELOPMENT CO., LTD. (“the Company”), which comprise the balance sheet as of December 31, 2023 and 2022, the statement of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the financial statements, including a summary of material accounting policies.

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

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. Based on our judgment, the key audit matters that should be disclosed in this report are as follows:

1. Selling real estate properties revenue recognition

Refer to Note 4(n) for the accounting policies on revenue recognition; Note 5 for details on the significant accounting assumptions and judgments, and major sources of the estimation uncertainty on revenue recognition; Note 6(w) “Revenues from contracts with customers” for revenue recognition.

Description of key audit matter:

The principle income of the Company is generated from selling real estate properties, of which has a higher tendency of revenue fluctuation due to impacts of various factors such as overall economic environment, supply and demand and reform of house and land transactions income tax system; to respond to aforementioned changes, the management has set up relevant internal control procedures over income and payment collection. The consolidated service contract income for the year ended December 31, 2023 was amounted to \$4,843,309 thousand. The accounting treatment of service contracts involve estimates and judgments; thus, it was continuously considered as significant audit risk for the Company. Consequently, revenue recognition is one of our key audit matters.

How the matter was addressed in our audit:

Our principal audit procedures included the following: Testing the effectiveness of the design and implementing the internal control system of sales revenue; Understanding the effectiveness of the control mechanism for the Company's real estate sales revenue and collection operations. Also, to spot check the pre-orders forms of on site real estate sales, confirmation on completion of sales contract and site daily report for sales on site, the invoice of marketing planning services, bank transactions records; testing if the accounting treatment adopted for service contract income was in accordance with accounting policies; to sample check on sales transactions for the period before and after the financial reporting date and confirm the related vouchers to assess whether the revenue recognition period is appropriate.

2. Revenue recognition of property sales

Refer to Note 4(n) for the accounting policies on revenue recognition; Note 5 for details on the significant accounting assumptions and judgments, and major sources of the estimation uncertainty on revenue recognition; for revenue recognition, please refer to note 6(w) Revenue from Contracts with Customers.

Description of key audit matter:

The real estate industry, in which JSL CONSTRUCTION & DEVELOPMENT CO., LTD. AND SUBSIDIARIES is into, has a higher tendency of revenue fluctuation due to macroeconomics, economic conditions, tax policy reform and real estate demands, therefore the management has set up relevant income and collection procedures to countermeasure the aforementioned environmental changes. The revenue from property sales is \$613,899 thousand, thus, the appropriateness of recognition of revenue from property sales cast significant impacts on financial report. Consequently, revenue recognition is one of our key audit matters.

How the matter was addressed in our audit:

Our principal audit procedures included understanding the sales revenue of property and lands of the Company and control mechanism of collection procedure as well as testing the effectiveness of the design and implementing the internal control system of sales revenue. Inspection of property and land sales contracts, bank account transaction record, collection record and real estate ownership transfer document and delivery list, etc. In addition, testing the samples of sales transaction before and after the end of the year to ensure the correctness of sales revenue.

3. Valuation of inventories

Please refer to Note 4(f) and Note 5 for the accounting policy of inventory valuation, as well as the estimation and assumption uncertainty of the valuation of inventory, respectively. Information of estimation of the valuation of inventory are disclosed in Note 6(e) of the financial statements.



Description of key audit matter:

As of December 31, 2023, inventory of the Company (construction industry) was amounted to \$22,742,523 thousand, which accounted for 69% of the consolidated total assets, and the inventory amount was presented with lower of cost or net realizable value. The judgment of net realizable value relies on management since the Company focuses on real estate industry, the industry is not only deeply affected by politics, economics, and reform of house and land transactions income tax system, but also an industry that is capital intensive and has long recover period. Consequently, revenue recognition is one of our key audit matters.

How the matter was addressed in our audit:

Our principal audit procedures included the following: understanding the Company's operating and accounting procedures for inventory valuation.; obtaining the Company management's data on net realizable value of inventory or individual investment evaluation forms, then sampling these data to review their market prices and comparing with contract prices of recent sales by the Company or the most updated selling prices of nearby properties. Consequently, confirming if the net realizable value of inventory is appropriate.

Responsibilities of Management and Those Charged with Governance for the Consolidated 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 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 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 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.

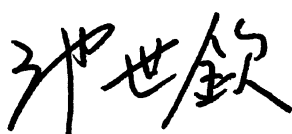
We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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 Chih, Shih-Chin and Huang, Hsin-Ting.

KPMG

Taipei, Taiwan (Republic of China)
March 15, 2024



Notes to Readers

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

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

JSL CONSTRUCTION CO., LTD.



December 31, 2023 and 2022

(Expressed in Thousands of New Taiwan Dollars)

	December 31, 2023		December 31, 2022	
	Amount	%	Amount	%
Assets				
Current assets:				
1100 Cash and cash equivalents (Note 6(a))	\$ 714,331	2	435,794	2
1150 Notes receivable, net (Notes 6(d) and (w))	38,198	-	20,583	-
1160 Notes receivable due from related parties, net (Notes 6(d), (w) and 7)	-	-	640	-
1170 Accounts receivable, net (Notes 6(d) and (w))	1,947,815	6	1,191,782	5
1180 Accounts receivable due from related parties, net (Notes 6(d), (w) and 7)	112,544	-	21,977	-
1200 Other receivables, net	231	-	3,371	-
1210 Other receivables due from related parties, net (Note 7)	28,876	-	20,542	-
1320 Inventories (for construction business), net (Notes 6(e), 7 and 8)	22,742,523	69	17,179,125	67
1410 Total prepayments (Note 6(f))	95,292	-	78,921	-
1476 Other current financial assets (Notes 6(k), 8 and 9)	2,522,195	8	2,077,676	9
1479 Other current assets, others	98,747	-	42,437	-
1480 Current assets recognised as incremental costs to obtain contract with customers (Notes 6(k) and 7)	401,090	1	212,490	1
1482 Current assets recognised from costs to fulfil contracts with customers (Note 6(e))	216,726	1	336,010	1
	28,918,568	87	21,621,348	85
Non-current assets:				
1510 Total non-current financial assets at fair value through profit or loss (Note 6(b))	399,758	1	188,560	1
1517 Total non-current financial assets at fair value through other comprehensive income (Note 6(c))	5,396	-	5,396	-
1550 Investments accounted for using equity method, net (Note 6(g))	673,330	2	550,660	2
1600 Total property, plant and equipment (Notes 6(h) and 8)	835,800	3	848,152	3
1755 Right-of-use assets (Notes 6(i), 7 and 8)	1,059,586	3	1,059,367	4
1760 Investment property, net (Notes 6(j), 7 and 8)	859,420	3	702,443	3
1780 Total intangible assets	206	-	354	-
1840 Deferred tax assets (Note 6(s))	53,692	-	39,387	-
1980 Total other non-current financial assets (Notes 6(k) and 8)	384,711	1	539,495	2
1995 Other non-current assets, others	255	-	255	-
	4,272,154	13	3,934,069	15
Total assets	\$ 33,190,722	100	25,555,417	100
Liabilities and Equity				
Current liabilities:				
Total short-term borrowings (Note 6(l))	11,268,431	34	9,217,320	36
Total short-term notes and bills payable (Note 6(l))	1,987,702	6	1,551,324	6
Current contract liabilities (Notes 6(w) and 9)	3,446,655	10	2,288,086	9
Total notes payable (Note 6(o))	14,432	-	7,992	-
Total accounts payable (Note 6(o))	1,086,634	3	849,968	3
Total accounts payable to related parties (Notes 6(o) and 7)	510,978	2	151,129	1
Total other payables	333,200	1	197,087	1
Other payables to related parties (Note 7)	954,332	3	713,217	3
Current tax liabilities	313,801	1	108,536	-
Current provisions for employee benefits (Note 6(r))	4,407	-	4,801	-
Current lease liabilities (Notes 6(p) and 7)	28,028	-	16,301	-
Other current financial liabilities	-	-	8,225	-
Bonds payable, current portion (Note 6(n))	640,500	2	400,000	2
Long-term borrowings, current portion (Note 6(m))	841,562	3	781,095	3
Other current liabilities, others	50,774	-	21,241	-
	21,481,436	65	16,316,322	64
Non-Current liabilities:				
Total bonds payable (Notes 6(n) and 7)	1,629,500	5	2,000,000	8
Total long-term borrowings (Note 6(m))	664,419	2	677,504	3
Total deferred tax liabilities (Note 6(s))	26,414	-	4,756	-
Non-current lease liabilities (Notes 6(p) and 7)	359,365	1	349,851	1
Guarantee deposits received	31,369	-	20,835	-
Other non-current liabilities, others (Note 6(j))	50,000	-	50,000	-
	2,761,067	8	3,102,946	12
Total liabilities	24,242,503	73	19,419,268	76
Equity attributable to owners of parent (Note 6(t)):				
Ordinary share	3,916,067	12	2,660,790	10
Total capital surplus, additional paid-in capital	2,208,631	7	1,293,675	5
Capital surplus, treasury share transactions	5,556	-	5,556	-
Capital surplus, others	4,406	-	-	-
Total retained earnings	2,813,559	8	2,176,128	9
	8,948,219	27	6,136,149	24
Total equity	33,190,722	100	25,555,417	100

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

JSL CONSTRUCTION & DEVELOPMENT CO., LTD.

Statement of Comprehensive Income

For the years ended December 31, 2023 and 2022

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

		2023		2022	
		Amount	%	Amount	%
4000	Operating revenue (Notes 6(w) and 7)	\$ 5,487,239	100	2,783,221	100
5000	Operating costs (Notes 6(e) and 7)	<u>2,480,311</u>	<u>45</u>	<u>1,645,487</u>	<u>59</u>
	Gross profit	<u>3,006,928</u>	<u>55</u>	<u>1,137,734</u>	<u>41</u>
	Operating expenses (Notes 6(u), (x) and 7):				
6100	Selling expenses	350,496	7	239,593	9
6200	Administrative expenses	321,969	6	249,279	9
6450	Impairment loss determined in accordance with IFRS (Note 6(d))	<u>19,625</u>	<u>-</u>	<u>15,159</u>	<u>1</u>
		<u>692,090</u>	<u>13</u>	<u>504,031</u>	<u>19</u>
	Net operating income	<u>2,314,838</u>	<u>42</u>	<u>633,703</u>	<u>22</u>
	Non-operating income and expenses:				
7100	Interest income (Note 6(y))	16,011	-	2,479	-
7010	Other income (Note 6(y))	4,638	-	19,001	1
7020	Other gains and losses (Notes 6(g), (j), (y) and 7)	96,415	2	133,159	5
7050	Finance costs (Notes 6(p), (y) and 7)	(431,344)	(8)	(252,830)	(9)
7070	Share of profit (loss) of subsidiaries, associates, and joint ventures under the equity method	<u>(73,593)</u>	<u>(1)</u>	<u>44,789</u>	<u>2</u>
		<u>(387,873)</u>	<u>(7)</u>	<u>(53,402)</u>	<u>(1)</u>
7900	Profit before tax	1,926,965	35	580,301	21
7950	Less: Income tax expenses (Note 6(s))	<u>419,297</u>	<u>8</u>	<u>135,686</u>	<u>5</u>
	Profit	<u>1,507,668</u>	<u>27</u>	<u>444,615</u>	<u>16</u>
8300	Other comprehensive income, net	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
	Total comprehensive income	<u>\$ 1,507,668</u>	<u>27</u>	<u>444,615</u>	<u>16</u>
	Earnings per share (NT dollar) (Note 6(v))				
	Basic earnings per share (in New Taiwan dollars)	<u>\$ 3.91</u>		<u>1.21</u>	
	Diluted earnings per share (in New Taiwan dollars)	<u>\$ 3.90</u>		<u>1.21</u>	

See accompanying notes to parent company only financial statements.

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

JSL CONSTRUCTION & DEVELOPMENT CO., LTD.

Statement of Changes in Equity

For the years ended December 31, 2023 and 2022

(Expressed in Thousands of New Taiwan Dollars)

	Share capital	Capital surplus	Legal reserve	Retained earnings	Total retained earnings	Total equity
	Ordinary shares			Unappropriated retained earnings		
Balance at January 1, 2022	\$ 1,612,600	1,783,011	180,975	2,679,358	2,860,333	6,255,944
Profit (loss)	-	-	-	444,615	444,615	444,615
Other comprehensive income	-	-	-	-	-	-
Total comprehensive income	-	-	-	444,615	444,615	444,615
Earnings appropriation and distribution:						
Legal reserve appropriated	-	-	113,206	(113,206)	-	-
Cash dividends of ordinary share	-	-	-	(161,260)	(161,260)	(161,260)
Stock dividends of ordinary share	967,560	-	-	(967,560)	(967,560)	-
Other changes in capital surplus:						
Cash dividends from capital surplus	-	(403,150)	-	-	-	(403,150)
Stock dividends from capital surplus	80,630	(80,630)	-	-	-	-
Balance at December 31, 2022	2,660,790	1,299,231	294,181	1,881,947	2,176,128	6,136,149
Profit (loss)	-	-	-	1,507,668	1,507,668	1,507,668
Other comprehensive income	-	-	-	-	-	-
Total comprehensive income	-	-	-	1,507,668	1,507,668	1,507,668
Appropriation and distribution of retained earnings:						
Legal reserve appropriated	-	-	44,462	(44,462)	-	-
Cash dividends of ordinary share	-	-	-	(145,039)	(145,039)	(145,039)
Stock dividends of ordinary share	725,198	-	-	(725,198)	(725,198)	-
Other changes in capital surplus:						
Cash dividends from capital surplus	-	(290,079)	-	-	-	(290,079)
Stock dividends from capital surplus	290,079	(290,079)	-	-	-	-
Lapsed share options	-	4,406	-	-	-	4,406
Issue of shares	240,000	1,495,114	-	-	-	1,735,114
Balance at December 31, 2023	\$ 3,916,067	2,218,593	338,643	2,474,916	2,813,559	8,948,219

See accompanying notes to parent company only financial statements.

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

JSL CONSTRUCTION & DEVELOPMENT CO., LTD.

Statements of Cash Flows

For the years ended December 31, 2023 and 2022

(Expressed in Thousands of New Taiwan Dollars)

	For the years ended December 31	
	2023	2022
Cash flows from (used in) operating activities:		
Profit before tax	\$ 1,926,965	580,301
Adjustments:		
Adjustments to reconcile profit (loss):		
Depreciation expense	39,751	30,433
Amortization expense	322	316
Provision (reversal of provision) for bad debt expense	19,625	15,159
Net gain on financial assets or liabilities at fair value through profit or loss	(11,476)	-
Interest expense	431,344	252,830
Interest income	(16,011)	(2,479)
Share of profit of subsidiaries, associates and joint ventures accounted for using equity method	73,593	(44,789)
Losses on disposal of property, plant and equipment	106	-
Gain on disposals of investment property	-	(18,745)
Loss on disposal of investments accounted for using equity method	-	742
Dividend Revenue	(16)	-
Share-based payment transactions	5,112	-
Total adjustments to reconcile profit	542,350	233,467
Changes in operating assets and liabilities:		
Changes in operating assets:		
(Increase) decrease in notes accounts receivable, net	(17,615)	72,707
Decrease (increase) in notes receivable due from related parties	640	(640)
Increase in accounts receivable	(770,657)	(59,544)
(Increase) decrease in accounts receivable due from related parties	(90,567)	96,695
Decrease in other receivable	3,140	6,635
Increase in other receivable due from related parties	(8,334)	(11,957)
Increase in inventories	(5,461,904)	(5,383,977)
Increase in prepayments	(16,371)	(18,420)
Increase in other current assets	(444,432)	(588,328)
Increase in other current financial assets	(56,310)	(17,026)
Increase in assets recognised as incremental costs to obtain contract with customers	(188,600)	(134,415)
Decrease (increase) in assets recognised from costs to fulfil contracts with customers	119,284	(175,848)
Total changes in operating assets	(6,931,726)	(6,214,118)
Changes in operating liabilities:		
Increase in contract liabilities	1,158,569	1,046,502
Increase (decrease) in notes payable	6,440	(58,579)
Increase in accounts payable	236,666	448,131
Increase (decrease) in accounts payable to related parties	359,849	(20,910)
Increase (decrease) in other payables	137,405	(84,567)
(Decrease) increase in other payable to related parties	(298,885)	250,865
Decrease in provisions for employee benefits	(394)	(40)
(Decrease) increase in other financial liabilities	(8,225)	4,063
Increase (decrease) in other current liabilities	29,533	(6,163)
Total changes in operating liabilities	1,620,958	1,579,302
Total changes in operating assets and liabilities	(5,310,768)	(4,634,816)
Total adjustments	(4,768,418)	(4,401,349)
Cash outflow generated from operations	(2,841,453)	(3,821,048)
Interest received	10,923	2,459
Interest paid	(594,836)	(280,877)
Income taxes paid	(206,679)	(217,916)
Net cash flows generated from operating activities	(3,632,045)	(4,317,382)

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

JSL CONSTRUCTION & DEVELOPMENT CO., LTD.

Statement of Cash Flows (CONT'D)

For the years ended December 31, 2023 and 2022

(Expressed in Thousands of New Taiwan Dollars)

	For the year ended December 31	
	2023	2022
Cash flows from investing activities:		
Acquisition of financial assets designated at fair value through profit or loss	(207,340)	-
Proceeds from disposal of financial assets designated at fair value through profit or loss	7,618	-
Acquisition of investments accounted for using equity method	(250,000)	-
Proceeds from disposal of investments accounted for using equity method	-	38
Acquisition of property, plant and equipment	(3,037)	(1,335)
Proceeds from disposal of property, plant and equipment	60	-
Acquisition of intangible assets	(174)	(489)
Acquisition of investment properties	(129,548)	(148,343)
Proceeds from disposal of investment properties	-	78,874
(Decrease) increase in other non-current financial assets	154,784	(87,939)
Dividends received	60,161	127,765
Net cash outflows used in investing activities	(367,476)	(31,429)
Cash flows from financing activities:		
Increase in short-term loans	9,775,388	6,798,761
Decrease in short-term loans	(7,673,306)	(4,195,260)
Increase in short-term notes and bills payable	9,149,200	6,891,600
Decrease in short-term notes and bills payable	(8,706,900)	(5,661,100)
Proceeds from issuing bonds	270,000	1,000,000
Repayments of bonds	(400,000)	(500,000)
Proceeds from long-term debt	58,460	73,010
Repayments of long-term debt	(11,078)	(3,091)
Increase in guarantee deposits received	10,534	12,428
Increase in other payables to related parties	540,000	350,000
Payment of lease liabilities	(27,122)	(13,596)
Cash dividends paid	(435,118)	(564,410)
Proceeds from issuing shares	1,728,000	-
Net cash inflows generated from financing activities	4,278,058	4,188,342
Net Increase (decrease) in cash and cash equivalents	278,537	(160,469)
Cash and cash equivalents at the beginning of the year	435,794	596,263
Cash and cash equivalents at the end of the year	\$ 714,331	435,794

See accompanying notes to parent company only financial statements.



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Independent Auditors' Report

To the Board of Directors of JSL CONSTRUCTION & DEVELOPMENT CO., LTD.:

Opinion

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

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

Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Financial Statement Audit and Attestation Engagements of Certified Public Accountants and the 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 Account of Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirement. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis of our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. Based on our judgment, the key audit matters that should be disclosed in this report are as follows:

1. Selling real estate properties revenue recognition

Refer to Note 4(o) for the accounting policies on revenue recognition; Note 5 for details on the significant accounting assumptions and judgments, and major sources of the estimation uncertainty on revenue recognition; Note 6(w) "Revenues from contracts with customers" for revenue recognition.

Description of key audit matter:

The principle income of the Group is generated from selling real estate properties, of which has a higher tendency of revenue fluctuation due to impacts of various factors such as overall economic environment, supply and demand and reform of house and land transactions income tax system; to respond to aforementioned changes, the management has set up relevant internal control procedures over income and payment collection. The consolidated service contract income for the year ended December 31, 2023 was amounted to \$5,047,865 thousand. The accounting treatment of service contracts involve estimates and judgments; thus, it was continuously considered as significant audit risk for the Group. Therefore, the test of revenue recognition was one of the key audit matters in the audit of consolidated financial reports for the year ended December 31, 2023 and 2022 of the Group.

How the matter was addressed in our audit:

Our principal audit procedures included the following: Testing the effectiveness of the design and implementing the internal control system of sales revenue; Understanding the effectiveness of the control mechanism for the Group's real estate sales revenue and collection operations. Also, to spot check the pre-orders forms of on site real estate sales, confirmation on completion of sales contract and site daily report for sales on site, the invoice of marketing planning services, bank transactions records; testing if the accounting treatment adopted for service contract income was in accordance with accounting policies; to sample check on sales transactions for the period before and after the financial reporting date and confirm the related vouchers to assess whether the revenue recognition period is appropriate.

2. Revenue recognition of property sales

Refer to Note 4(o) for the accounting policies on revenue recognition; Note 5 for details on the significant accounting assumptions and judgments, and major sources of the estimation uncertainty on revenue recognition; for revenue recognition, please refer to note 6(w) Revenue from Contracts with Customers.

Description of key audit matter:

The real estate industry, in which the Group is into, has a higher tendency of revenue fluctuation due to macroeconomics, economic conditions, tax policy reform and real estate demands, therefore the management has set up relevant income and collection procedures to countermeasure the aforementioned environmental changes. The revenue from property sales is \$613,899 thousand, thus, the appropriateness of recognition of revenue from property sales cast significant impacts on financial report. Consequently, revenue recognition is one of our key audit matters.

How the matter was addressed in our audit:

Our principal audit procedures included understanding the sales revenue of property and lands of the Group and control mechanism of collection procedure as well as testing the effectiveness of the design and implementing the internal control system of sales revenue. Inspection of property and land sales contracts, bank account transaction record, collection record and real estate ownership transfer document and delivery list, etc. In addition, testing the samples of sales transaction before and after the end of the year to ensure the correctness of sales revenue.

3. Construction contracts

Refer to Note 4(o) Revenue recognition for the accounting policies on construction contract; Note 5 for details on the significant accounting assumptions and judgments, and major sources of the estimation uncertainty on construction contract; Note 6(w) "Revenues from contracts with customers" for more details revenue recognition of construction contract.

Description of key audit matter:

As the total contract price and estimated total cost of construction contracts are highly related to the subjectively judgments of the managements, inaccuracy estimations for total construction income may lead to significant changes in profit or loss of the financial reports. Therefore, there is a significant risk involved. In addition, the Group recognized construction contract revenue and cost under the percentage completion method, and degree of completion is based on the how much incurred cost accounted for the estimated total contract cost as of financial reporting date. However, such errors in the aforementioned treatment may result in material differences between the recognition timing of profit or loss and the current financial statements.

How the matter was addressed in our audit:

The principal audit procedures for the above key audit matter by the accountant include: Testing the internal control and operational effectiveness of the contract acquisition and payment collection; obtaining an additional breakdown of the total contract price of the various projects for the current period, and sample checking the external documents such as contract, agreement, incoming letters from owners, in addition of the valuation details of each period and the acceptance and payment of the owners; to conduct sample assessment on the procedures for drawing up the construction budget by the management and sample testing on the effectiveness of its internal control system operation; to sample check and verify the documents such as project invoice, contracts and daily construction reports, receipts and construction budget and compared against the construction budget to confirm the validity on accumulation of the construction accounts; to sample check the valuation information of each period and to confirm the calculation of percentage of completion; and to test on cut-off for contribution to construction in progress for the period before and after the balance sheet date through sampling check.

4. Valuation of inventories

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

Description of key audit matter:

As of December 31, 2023, inventory of the Group (construction industry) was amounted to \$22,624,022 thousand, which accounted for 64% of the consolidated total assets, and the inventory amount was presented with lower of cost or net realizable value. The judgment of net realizable value relies on management since the Group focuses on real estate industry, the industry is not only deeply affected by politics, economics, and reform of house and land transactions income tax system, but also an industry that is capital intensive and has long recover period. Thus, the valuation of inventory is one of the most important evaluation in performing our audit procedures.

How the matter was addressed in our audit:

Our principal audit procedures included the following: understanding the Group's operating and accounting procedures for inventory valuation.; obtaining the Group management's data on net realizable value of inventory or individual investment evaluation forms, then sampling these data to review their market prices and comparing with contract prices of recent sales by the Group or the most updated selling prices of nearby properties. Consequently, to confirm if the net realizable value of inventory is appropriate.



Other Matter

JSL CONSTRUCTION & DEVELOPMENT CO., LTD. has prepared its parent group only financial statements as of and for the year ended December 31, 2023 and 2022, on which we have issued an unmodified opinion with other matter paragraph.

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 are responsible for overseeing the Group's financial reporting process.

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

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

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

1. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.

5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient and appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

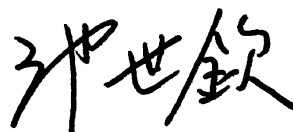
We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We described these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determined 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 Shih-Chin Chih and Hsin-Ting Huang.

KPMG

Taipei, Taiwan (Republic of China)
March 15, 2024



Notes to Readers

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

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

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)
JSL CONSTRUCTION & DEVELOPMENT CO., LTD. AND SUBSIDIARIES

Consolidated Statements of Comprehensive Income

For the years ended December 31, 2023 and 2022

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

		2023		2022	
		Amount	%	Amount	%
4000	Total operating revenue (Notes 6(w) and 7)	\$ 8,102,882	100	4,734,010	100
5000	Total operating costs (Notes 6(e) and 7)	<u>4,779,984</u>	<u>59</u>	<u>3,323,852</u>	<u>70</u>
	Gross profit from operations	<u>3,322,898</u>	<u>41</u>	<u>1,410,158</u>	<u>30</u>
	Operating expenses:				
6100	Total selling expenses (Note 7)	432,866	5	273,620	7
6200	Total administrative expenses (Notes (u), (x) and 7)	503,315	6	364,795	8
6300	Total research and development expenses	44,468	1	40,037	1
6450	Expected credit loss (gain) (Note 6(d))	<u>69,941</u>	<u>1</u>	<u>15,151</u>	<u>-</u>
	Total operating expenses	<u>1,050,590</u>	<u>13</u>	<u>693,603</u>	<u>16</u>
	Net operating income	<u>2,272,308</u>	<u>28</u>	<u>716,555</u>	<u>14</u>
	Non-operating income and expenses:				
7100	Total interest income (Note 6(y))	21,829	-	2,937	-
7010	Total other income (Notes 6(y) and 7)	4,068	-	19,321	-
7020	Other gains and losses, net (Notes 6(y) and 7)	113,288	1	121,343	3
7050	Finance costs, net (Notes 6(y) and 7)	(429,992)	(5)	(255,260)	(5)
7070	Share of profit (loss) of associates and joint ventures accounted for using equity method, net (Note 6(f))	<u>-</u>	<u>-</u>	<u>(1,946)</u>	<u>-</u>
	Total non-operating income and expenses	<u>(290,807)</u>	<u>(4)</u>	<u>(113,605)</u>	<u>(2)</u>
	Profit (loss) from continuing operations before tax	1,981,501	24	602,950	12
7950	Less: Income tax expenses (Note 6(s))	<u>473,833</u>	<u>5</u>	<u>158,335</u>	<u>3</u>
	Profit	<u>1,507,668</u>	<u>19</u>	<u>444,615</u>	<u>9</u>
8300	Other comprehensive income	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
	Total comprehensive income	<u>\$ 1,507,668</u>	<u>19</u>	<u>444,615</u>	<u>9</u>
	Profit (loss), attributable to:				
8610	Profit (loss), attributable to owners of parent	\$ 1,507,668	19	444,615	9
8620	Non-controlling interests	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
		<u>\$ 1,507,668</u>	<u>19</u>	<u>444,615</u>	<u>9</u>
	Comprehensive income attributable to:				
8710	Comprehensive income, attributable to owners of parent	\$ 1,507,668	19	444,615	9
8620	Non-controlling interests	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
		<u>\$ 1,507,668</u>	<u>19</u>	<u>444,615</u>	<u>9</u>
	Basic earnings per share (Note 6(v))				
9750	Basic earnings per share	<u>\$ 3.91</u>		<u>1.21</u>	
9850	Diluted earnings per share	<u>\$ 3.90</u>		<u>1.21</u>	

See accompanying notes to consolidated financial statements.

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)
JSL CONSTRUCTION & DEVELOPMENT CO., LTD. AND SUBSIDIARIES

Consolidated Statement of Changes in Equity
For the years ended December 31, 2023 and 2022
(Expressed in Thousands of New Taiwan Dollars)

	Equity attributable to owners of parent					Total equity attributable to owners of parent	Total equity
	Share capital	Retained earnings					
Ordinary shares	Capital surplus	Legal reserve	Unappropriated retained earnings				
\$	1,612,600	1,783,011	180,975	2,679,358	6,255,944	6,255,944	
Profit (loss)	-	-	-	444,615	444,615	444,615	
Other comprehensive income	-	-	-	-	-	-	
Total comprehensive income	-	-	-	444,615	444,615	444,615	
Appropriation and distribution of retained earnings:							
Legal reserve appropriated	-	-	113,206	(113,206)	-	-	
Cash dividends of ordinary share	-	-	-	(161,260)	(161,260)	(161,260)	
Stock dividends of ordinary share	967,560	-	-	(967,560)	-	-	
Other changes in capital surplus:							
Cash dividends from capital surplus	-	(403,150)	-	-	(403,150)	(403,150)	
Stock dividends from capital surplus	80,630	(80,630)	-	-	-	-	
Balance at December 31, 2022	2,660,790	1,299,231	294,181	1,881,947	6,136,149	6,136,149	
Profit (loss)	-	-	-	1,507,668	1,507,668	1,507,668	
Other comprehensive income	-	-	-	-	-	-	
Total comprehensive income	-	-	-	1,507,668	1,507,668	1,507,668	
Appropriation and distribution of retained earnings:							
Legal reserve appropriated	-	-	44,462	(44,462)	-	-	
Cash dividends of ordinary share	-	-	-	(145,039)	(145,039)	(145,039)	
Stock dividends of ordinary share	725,198	-	-	(725,198)	-	-	
Other changes in capital surplus:							
Cash dividends from capital surplus	-	(290,079)	-	-	(290,079)	(290,079)	
Stock dividends from capital surplus	290,079	(290,079)	-	-	-	-	
Lapsed share options	-	4,406	-	-	4,406	4,406	
Issue of shares	240,000	1,495,114	-	-	1,735,114	1,735,114	
Balance at December 31, 2023	\$ 3,916,067	2,218,593	338,643	2,474,916	8,948,219	8,948,219	

See accompanying notes to consolidated financial statements.

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)
JSL CONSTRUCTION & DEVELOPMENT CO., LTD. AND SUBSIDIARIES

Consolidated Statements of Cash Flows
For the years ended December 31, 2023 and 2022
(Expressed in Thousands of New Taiwan Dollars)

	For the years ended December 31	
	2023	2022
Cash flows from operating activities:		
Profit before tax	\$ 1,981,501	602,950
Adjustments:		
Adjustments to reconcile profit (loss):		
Depreciation expense	55,171	46,049
Amortization expense	1,727	402
Provision (reversal of provision) for bad debt expense	69,941	15,151
Net gain on financial assets or liabilities at fair value through profit or loss	(11,476)	-
Interest expense	429,992	255,260
Interest income	(21,829)	(2,937)
Dividend income	(16)	-
Share of loss (profit) of associates and joint ventures accounted for using equity method	-	1,946
Gains on disposal of property, plant and equipment	(127)	-
Loss on disposal of investment properties	-	(18,745)
Loss on disposal of investments accounted for using equity method	-	742
Share-based payment transactions	11,520	-
Total adjustments to reconcile profit	534,903	297,868
Changes in operating assets and liabilities:		
Changes in operating assets:		
Increase in contract assets	(253,817)	(183,987)
(Increase) decrease notes receivable	(15,827)	70,876
Decrease (increase) in notes receivable due from related parties	14	(2,042)
Increase in accounts receivable	(1,255,656)	(3,357)
(Increase) decrease in accounts receivable due from related parties,	(169,809)	256,238
(Decrease) increase in other receivables	10,684	(3,914)
Increase in other receivables from related parties	(5,699)	(13,561)
Increase in inventories	(5,245,296)	(5,366,538)
Increase in other prepayments	(180,972)	(110,028)
Increase in other current financial assets	(443,937)	(687,286)
Increase in other current assets	(160,205)	(43,475)
Increase in assets recognised as incremental costs to obtain contract with customers	(37,922)	(134,415)
Decrease (increase) in assets recognised from costs to fulfil contracts with customers	46,798	(185,914)
Total changes in operating assets	(7,711,644)	(6,407,403)
Changes in operating liabilities:		
Increase in contract liabilities	1,565,668	1,101,068
Increase (decrease) in notes payable	4,959	(58,579)
Increase in accounts payable	1,084,430	724,395
(Decrease) increases in accounts payable to related parties	(4,881)	12,397
Increase (decrease) in other payable	209,951	(74,770)
(Decrease) increase in accounts payable to related parties	(238,180)	209,089
Increases in provisions for employee benefits	215	1,808
Increases in other financial liabilities	-	4,063
Increases (decrease) in other current liabilities	34,397	(25,683)
Total changes in operating liabilities	2,656,559	1,893,788
Total changes in operating assets and liabilities	(5,055,085)	(4,513,615)
Total adjustments	(4,520,182)	(4,215,747)
Cash outflow generated from operations	(2,538,681)	(3,612,797)
Interest received	21,829	2,937
Dividends received	16	-
Interest paid	(597,518)	(285,074)
Income taxes paid	(212,978)	(268,892)
Net cash flows generated from operating activities	(3,327,332)	(4,163,826)

See accompanying notes to consolidated financial statements.

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)
JSL CONSTRUCTION & DEVELOPMENT CO., LTD. AND SUBSIDIARIES

Consolidated Statements of Cash Flows (CONT'D)

For the years ended December 31, 2023 and 2022

(Expressed in Thousands of New Taiwan Dollars)

	For the year ended December 31	
	2023	2022
Cash flows from investing activities:		
Acquisition of financial assets at fair value through profit or loss	(207,340)	-
Proceeds from disposal of financial assets at fair value through profit or loss	7,618	-
Proceeds from disposal of investments accounted for using equity method	-	38
Acquisition of property, plant and equipment	(7,348)	(3,621)
Proceeds from disposal of property, plant and equipment	314	-
Acquisition of intangible assets	(2,195)	(1,519)
Acquisition of investment properties	(65,876)	(151,663)
Proceeds from disposal of investment properties	-	78,874
Decrease (increase) in other non-current financial assets	151,384	(90,575)
Net cash flows used in investing activities	(123,443)	(168,466)
Cash flows from financing activities:		
Increase in short-term borrowings	9,882,388	6,798,761
Decrease in short-term borrowings	(7,673,306)	(4,195,260)
Increase in short-term notes and bills payable	13,024,200	7,456,600
Decrease in short-term notes and bills payable	(12,436,900)	(5,661,100)
Proceeds from issuing bonds	270,000	1,000,000
Repayments of bonds	(400,000)	(500,000)
Proceeds from long-term borrowings	88,460	73,010
Repayments of long-term borrowings	(12,028)	(3,091)
Increase in guarantee deposits received	9,634	13,328
Payment of lease liabilities	(40,060)	(26,706)
Decrease in other financial liabilities	(8,225)	-
Cash dividends paid	(435,118)	(564,410)
Proceeds from issuing shares	1,728,000	-
Net cash flows generated from (used in) financing activities	3,997,045	4,391,132
Net increase in cash and cash equivalents	546,270	58,840
Cash and cash equivalents at the beginning of the year	1,142,883	1,084,043
Cash and cash equivalents at the end of the year	\$ 1,689,153	1,142,883

See accompanying notes to consolidated financial statements.

JSL Construction & Development Co., Ltd.
Profit Distribution Statement



Unit: NT\$

Item	Amount	
	Subtotal	Total
Beginning/ending distribution profit		967,248,301
Plus: Net income after taxes for the period	1,507,668,089	
Less: Recognized the legal surplus reserve	(150,766,809)	
Distributable profit		2,324,149,581
Distribution item		
Shareholder dividend - Stock (NT\$4 per share)	(1,666,426,600)	
Shareholder dividend - Cash (NT\$0 per share)	0	
Ending distribution profit		657,722,981

Chairman:



Executive Manager:



Principal Accounting Officer:



Resolution:

JSL Construction & Development Co., Ltd.

Comparison of Amendments to Articles of Incorporation

Articles	Original Articles	Amended Articles	Reasons for Amendment
Article 10	If the stock is lost or destroyed, the Company must be notified of the loss in writing, and then follow the procedures of “Article 26 of the Regulations Governing the Administration of Shareholder Services of Public Companies” promulgated by the Securities and Futures Bureau, before applying for reissuance.	If the stock is lost or destroyed, notify the Company in writing, and then follow the procedures of “ <u>Regulations Governing the Administration of Shareholder Services of Public Companies</u> ” <u>promulgated by the Financial Supervisory Commission before applying for reissuance.</u>	Amend texts.
Article 11	Shareholders should leave their records of seal with the Company for receiving dividends and exercising shareholder rights. The Company must be notified of the change of address, which is made effective only if the notification is stamped with the original seal. If the seal is lost or destroyed, follow the procedures of “Article 14 of the Regulations Governing the Administration of Shareholder Services of Public Companies” promulgated by the Securities and Futures Bureau for the replacement with a new seal.	Shareholders should leave their records of seal with the Company for receiving dividends and exercising shareholder rights. The Company must be notified of any change of address, which is made effective only if the notification is stamped with the original seal. If the seal is lost or destroyed, follow the procedures of “ <u>Regulations Governing the Administration of Shareholder Services of Public Companies</u> ” <u>promulgated by the Financial Supervisory Commission</u> for the replacement with a new seal.	Amend texts.
Article 17	The Company shall have seven to nine directors and adopt a candidate nomination system, and the directors shall be elected at a shareholders’ meeting from the list of director candidates for a term of three years and shall be eligible for re-election. There shall be no less than three independent directors, and they shall represent no less than 1/5 of the number of directors. Regulations governing the professional qualifications,	The Company shall have seven to nine directors and adopt a candidate nomination system, and the directors shall be elected at a shareholders’ meeting from the list of director candidates for a term of three years and shall be eligible for re-election. There shall be no less than three independent directors, and they shall represent no less than one-fifth of the total number of <u>directors</u> . Regulations governing the professional qualifications,	Amend the way of stating the number of independent directors.

	restrictions on shareholdings and concurrent positions held, assessment of independence, method of nomination, and other matters for compliance with respect to the independence of directors shall be prescribed by the competent authority in charge of securities. The total number of registered shares held by all the directors shall be subject to the “Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies.”	restrictions on shareholdings and concurrent positions held, assessment of independence, method of nomination, and other matters for compliance with respect to the independence of directors shall be prescribed by the competent authority in charge of securities. The total number of registered shares held by all the directors shall be subject to the “Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies.”	
Article 25	The Articles of Incorporation were established on June 27, 1986. The 48th amendment was made on June 30, 2022.	The Articles of Incorporation were established on June 27, 1986. <u>The 49th amendment was made on June 28, 2024.</u>	Added the date and number of amendments.

JSL Construction & Development Co., Ltd.
Comparison of Amendments to Rules of Procedures of
Shareholder's Meeting

Attachment VIII

Articles	Original Articles	Amended Articles	Reasons for Amendment
Article 3	<p>Unless otherwise specified by the law, shareholder meetings are to be convened by the board of directors. Any changes in the method of convening a shareholder meeting shall be resolved in a board meeting, and shall be completed no later than the dispatch of the meeting notice. The Company shall compile an electronic file that contains the meeting notice, a proxy form, a detailed description of the agenda to be ratified or discussed during the meeting, and notes on re-election or discharge of directors and post it onto the Market Observation Post System (MOPS) at least 30 days before an annual shareholder's meeting or 15 days before an extraordinary general meeting. At least 21 days before an annual shareholders' meeting or 15 days before an extraordinary shareholder meeting, an electronic copy of the shareholder meeting handbook and supplementary information shall be prepared and posted onto the MOPS. However, in the event that the Company's paid-in capital reaches NT\$10 billion or more as of the last day of the most recent fiscal year, or in the event the aggregate shareholding percentage of foreign investors and investors in China reaches 30% or more as recorded in the shareholder register at the time of the annual shareholders' meeting in the most recent fiscal year, it shall upload the electronic file no later than 30 days prior to the day on which the annual shareholders' meeting is to be held. Physical copies of the shareholder meeting handbook and supplementary information shall be prepared at least 15 days before the meeting, and made accessible to shareholders upon request. These documents must also be placed on the</p>	<p>Unless otherwise specified by the law, shareholder meetings are to be convened by the board of directors. Any changes in the method of convening a shareholder meeting shall be resolved in a board meeting, and shall be completed no later than the dispatch of the meeting notice. The Company shall compile an electronic file that contains the meeting notice, a proxy form, a detailed description of the agenda to be ratified or discussed during the meeting, and notes on re-election or discharge of directors and post it onto the Market Observation Post System (MOPS) at least 30 days before an annual shareholder's meeting or 15 days before an extraordinary general meeting. At least 21 days before an annual shareholders' meeting or 15 days before an extraordinary shareholder meeting, an electronic copy of the shareholder meeting handbook and supplementary information shall be prepared and posted onto the MOPS. However, in the event that the Company's paid-in capital reaches <u>NT\$2 billion</u> or more as of the last day of the most recent fiscal year, or when the aggregate shareholding percentage of foreign investors and investors in China reaches 30% or more as recorded in the shareholder register at the time of the shareholder meeting in the most recent fiscal year, it shall upload the electronic file no later than 30 days prior to the day on which the shareholder meeting is to be held. Physical copies of the shareholder meeting handbook and supplementary information shall be prepared at least 15 days before the meeting, and made accessible to shareholders upon request. These documents must also be placed on the Company's premises</p>	Amended in accordance with the regulations.

JSL Construction & Development Co., Ltd.
Comparison of Amendments to Rules of Procedures of
Shareholder's Meeting

Attachment VIII

Articles	Original Articles	Amended Articles	Reasons for Amendment
	<p>Company's premises and at the shareholder services agency. 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:</p> <p>I. Distributed on-site at the venue of the shareholders' meeting.</p> <p>II. If the shareholders' meeting is also available through teleconferencing, distribute the materials at the physical venue, and upload the electronic files to the teleconferencing platform.</p> <p>III. If the shareholders' meeting is held solely by teleconferencing, the electronic files shall be uploaded to the teleconferencing platform.</p> <p>The reasons for convening a shareholders meeting shall be specified in the meeting notice and public announcement. With the consent of the addressee, the meeting notice may be given in electronic form.</p> <p>Election/discharge of directors, changes in the article of association, dissolution/merging/splitting of the company, or items pertaining to Article 185-1 of the Company Act, Article 26-1 and Article 43-6 of the Securities and Exchange Act, and Article 56-1 and Article 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be listed in the meeting proposals, and shall not be raised as extraordinary motions. All shall not be included in the meeting agenda.</p>	<p>and at the shareholder services agency. 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:</p> <p>I. Distributed on-site at the venue of the shareholders' meeting.</p> <p>II. If the shareholders' meeting is also available through teleconferencing, distribute the materials at the physical venue, and upload the electronic files to the teleconferencing platform.</p> <p>III. If the shareholders' meeting is held solely by teleconferencing, the electronic files shall be uploaded to the teleconferencing platform.</p> <p>The reasons for convening a shareholders meeting shall be specified in the meeting notice and public announcement. With the consent of the addressee, the meeting notice may be given in electronic form.</p> <p>Election/discharge of directors, changes in the article of association, dissolution/merging/splitting of the company, or items pertaining to Article 185-1 of the Company Act, Article 26-1 and Article 43-6 of the Securities and Exchange Act, and Article 56-1 and Article 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be listed in the meeting proposals, and shall not be raised as extraordinary motions.</p>	
Article 3	<p>Shareholders who hold over 1% of total issued shares can use written methods to propose issues during the Company's regular shareholder's meeting. Such proposals, however, are limited to one item only, and no proposal containing more than one item will be included in the meeting</p>	<p>Shareholders who hold over 1% of total issued shares can use written methods to propose issues during the Company's regular shareholder's meeting. Such proposals, however, are limited to one item only, and no proposal containing more than one item will be included in the meeting</p>	Delete the word with wordiness.

JSL Construction & Development Co., Ltd.
Comparison of Amendments to Rules of Procedures of
Shareholder's Meeting

Attachment VIII

Articles	Original Articles	Amended Articles	Reasons for Amendment
	<p>agenda.</p> <p>Furthermore, if the issue raised by shareholders involves items outlined in Paragraph 4, Article 172-1 of the Company Act, the Board of Directors can omit the proposal.</p> <p>The Company shall announce, before the book closure date of the annual shareholders' meeting, the conditions, places and time within which shareholders' proposals are accepted. The timing of acceptance must not be less than 10 days.</p> <p>Shareholders shall limit their proposed motions to 300 words only; proposals that exceed 300 words will not be accepted for discussion. Shareholders who have successfully proposed their motions shall attend the annual shareholders' meeting in person or by proxy and participate in the discussion. Prior to the date for issuance of notice of a shareholders meeting, this Corporation shall inform the shareholders who submitted proposals of the proposal screening results, and shall list in the meeting notice the proposals that conform to the provisions of this article. During the shareholders meeting, the board of directors shall explain the reasons why certain proposed motions are excluded from the discussion.</p>	<p>agenda.</p> <p>Furthermore, if the issue raised by shareholders involves items outlined in Paragraph 4, Article 172-1 of the Company Act, the Board of Directors can omit the proposal.</p> <p>The Company shall announce, before the book closure date of the annual shareholders' meeting, the conditions, places and time within which shareholders' proposals are accepted. The timing of acceptance must not be less than 10 days.</p> <p>Shareholders shall limit their proposed motions to 300 words only; proposals that exceed 300 words will not be accepted for discussion. Shareholders who have successfully proposed their motions shall attend the annual shareholders' meeting in person or by proxy and participate in the discussion.</p> <p>Prior to the date for issuance of notice of a shareholders meeting, this Corporation shall inform the shareholders who submitted proposals of the proposal screening results, and shall list in the meeting notice the proposals that conform to the provisions of this article. During the shareholders meeting, the board of directors shall explain the reasons why certain proposed motions are excluded from the discussion.</p>	

JSL Construction & Development Co., Ltd.

Articles of Incorporation

Chapter One General Provisions

Article 1: The Company is organized in accordance with the provisions of the Company Act and is named JSL Construction & Development Co., Ltd.

Article 2: The Company is engaged in the following business activities:

1. F113010 Wholesale of Machinery.
2. A101020 Growing of Crops.
3. A201010 Afforestation/Silviculture.
4. A401020 Raising of Livestock and Poultry.
5. E801010 Indoor Decoration.
6. F301020 Supermarkets.
7. J602010 Performing Arts Activities.
8. I401010 General Advertisement Service.
9. F106010 Wholesale of Hardware.
10. F102030 Wholesale of Tobacco and Alcohol.
11. J101060 Wastewater (Sewage) Treatment.
12. F113020 Wholesale of Electrical Appliances.
13. F113030 Wholesale of Precision Instruments.
14. F113070 Wholesale of Telecommunication Apparatus.
15. F114030 Wholesale of Motor Vehicle Parts and Motorcycle Parts, Accessories.
16. F107030 Wholesale of Cleaning Supplies.
17. F118010 Wholesale of Computer Software.
18. A301010 Deep Sea Fishing.
19. J701040 Recreational Activities Venue.
20. J701020 Amusement Parks.
21. F107010 Wholesale of Paints, Coating and Varnishes.
22. C501040 Manufacture of Wood-Based Panels.
23. CC01030 Electric Appliance and Audiovisual Electric Products Manufacturing.
24. E601020 Electric Appliance Installation.
25. F107200 Wholesale of Chemical Feedstock.
26. F109070 Wholesale of Culture, Education, Musical Instruments and Educational Entertainment Supplies.
27. F110010 Wholesale of Clocks and Watches.
28. F113050 Wholesale of Computers and Clerical Machinery Equipment.
29. F119010 Wholesale of Electronic Materials.
30. F401010 International Trade.
31. G801010 Warehousing.
32. H701010 Housing and Building Development and Rental.
33. H701020 Industrial Factory Development and Rental.
34. H701050 Investment, Development and Construction in Public Construction.

35. H703090 Real Estate Business.
36. H703100 Real Estate Leasing.
37. I501010 Product Designing.
38. J801030 Athletics and Recreational Sports Stadium.
39. JA02010 Electric Appliance and Electronic Products Repair.
40. JE01010 Rental and Leasing.
41. F111090 Wholesale of Building Materials.
42. A202040 Logging.
43. JD01010 Industrial and Commercial Credit Checking Service.
44. I103060 Management Consulting.
45. F105050 Wholesale of Furniture, Bedding Kitchen Utensils and Fixtures.
46. F107990 Wholesale of Other Chemical Products.
47. F106020 Wholesale of Daily Commodities.
48. F104110 Wholesale of Cloths, Garments, Shoes, Hats, Umbrellas and Clothing Accessories.
49. F102050 Wholesale of Tea Leaves.
50. F102170 Wholesale of Food and Grocery.
51. F199990 Other Wholesale Trade.
52. F501060 Restaurants.
53. A301020 Offshore Coastal and Inland Fishing.
54. F107020 Wholesale of Dyes and Pigments.
55. A102060 Food Dealers.
56. ZZ99999 All businesses that are not prohibited or restricted by law, except those that are subject to special approval.
57. I301020 Data Processing Services.
58. I301030 Digital Information Supply Services.
59. F601010 Intellectual Property Rights.
60. I199990 Other Consulting Services.
61. H704031 Real Estate Agency Brokerage.
62. H704041 Real Estate Consignment Brokerage.
63. H701060 New towns, new community development.
64. H701070 Process Zone Expropriation and Urban Land Readjustment Agency.
65. H701080 Urban renewal reconstruction.
66. H701090 Urban Renewal Renovation or Maintenance

- Article 2-1: The percentage of the investment amount of the above-mentioned invested subsidiaries to the Company's paid-in capital is not subject to Article 13 of the Company Act. It may be, however, subject to other regulations stipulated by the competent securities authority.
- Article 3: The head office of the Company is located in Taipei City. If necessary, branch offices both at home or abroad may be established by the resolution of the Board of Directors.
- Article 4: The Company may provide external guarantees due to the needs of the business.
- Article 5: Public announcements of the Company shall be made in accordance with the Company Act and the related regulations.

Chapter Two Shares

- Article 6: The Company has an authorized capital of NT\$8 billion in 800 million shares. Each share has a

face value of NT\$10. The Board of Directors is authorized to raise share capital in multiple issues.

Within the aforementioned capital stock, NT\$20 million is reserved for the issuance of employee stock options in the amount of 20 million shares with a par value of NT\$10 per share. The board is authorized to issue the shares in installments.

- Article 7: The Company may consolidate stocks to issue stocks with a larger denomination at the request of Taiwan Depository & Clearing Corporation.
- Article 8: The share certificates of the Company are all name-bearing, and signed or stamp-sealed by directors representing the Company, and are issued upon the authentication by the bank permitted by law to serve as the registrar for issuance of stocks. Shares of the company are exempted from actual printing but shall be registered with Taiwan Depository and Clearing Corporation.
- Article 9: Transfer of shares shall not be set up as a defense against the issuing company, unless the name or title of the transferee has been recorded on the shares and the name or title and the residence or domicile address has been recorded in the shareholder register.
- Article 10: If the stock is lost or destroyed, the Company must be notified of the loss in writing, and then follow the procedures of “Article 26 of the Regulations Governing the Administration of Shareholder Services of Public Companies” promulgated by the Securities and Futures Bureau, before applying for reissuance.
- Article 11: Shareholders should leave their records of seal with the Company for receiving dividends and exercising shareholder rights. The Company must be notified of the change of address, which is made effective only if the notification is stamped with the original seal. If the seal is lost or destroyed, follow the procedures of “Article 14 of the Regulations Governing the Administration of Shareholder Services of Public Companies” promulgated by the Securities and Futures Bureau for the replacement with a new seal.
- Article 12: Changes or transfers of the names of shares cannot be made within 60 days prior to annual shareholders’ meeting, 30 days prior to extraordinary general meetings or 5 days before the date on which the Company has decided to distribute dividends, bonuses, or other benefits.

Chapter Three Shareholders’ Meeting

- Article 13: There are two types of shareholders’ meetings: annual general meetings and extraordinary meetings. Unless otherwise specified by law, shareholders’ meetings are to be convened by the Board of Directors. Annual general meetings are held within six months after the end of each fiscal year. Extraordinary general meetings, when necessary, are held in accordance with the law.
- The shareholder meetings may be held by teleconferencing or other means announced by the central authority. However, due to natural disasters, incidents, or other force majeure events, the central competent authority may announce that the Company will hold meetings before a deadline, regardless of the provisions of the Articles of Incorporation, through teleconferencing or other methods announced.
- If video conferencing is used in a shareholder meeting, shareholders who participate in the meeting via video conferencing are considered to have attended in person.
- The preceding two requirements may be, however, subject to other regulations stipulated by the competent securities authority.
- Meeting handbooks shall be prepared for the convening of the general meeting of shareholders. Each shareholder shall be notified of the date, location and reasons for convening annual shareholders’ meetings at least 30 days before a general meeting or 15 days before an extraordinary meeting. The notification may be made in an electronic format if accepted by the recipient.
- The notification of the convening of the general meeting of shareholders referred to in the preceding paragraph may be made in the form of an announcement on the MOPS for

shareholders holding less than 1,000 registered shares.

Article 14: Shareholders unable to attend the meeting may grant power of attorney to a proxy to attend on their behalf. The scope of authorization must be specified on the proxy form delivered to the Company.

Each shareholder may issue one proxy form and delegate one proxy only. All proxy forms must be received by the Company at least 5 days before the shareholder meeting. In cases where duplicate proxy forms are issued, the one that arrives first shall prevail. The shareholder has the right to revoke their attendance by proxy.

Should the shareholder decide to attend the shareholders' meeting personally or exercise voting rights in writing or by electronic means after a proxy form has been received by the Company, a written notice must be sent to the Company no later than two days before the meeting commences to withdraw the proxy arrangement. If the shareholder fails to withdraw the proxy arrangement before the due date, the vote of the proxy attendant shall prevail. A proxy representing more than two shareholders may not represent shares exceeding three percent of the total voting shares. The exceeded voting rights will not be counted.

Article 15: Unless otherwise specified in accordance with Article 179 of the Company Act to have no voting power, each share shall be equal to one vote and this shall apply to every shareholder. Voting rights can be exercised in writing or using the electronic method (according to Paragraph 1, Article 177-1 of The Company Act: The Company allows shareholders to exercise voting rights in writing or through the electronic method during shareholders' meetings). Instructions for exercising voting rights in writing or through the electronic method must be stated clearly in writing in the convening notice for the meeting. Shareholders exercising voting rights by correspondence or electronic means will be deemed to have attended the meeting in person. However, they will be considered to have waived their rights with respect to the extraordinary motions and amendments to original proposals of that meeting. It is therefore recommended that the Company avoids the submission of extraordinary motions and amendments to original proposals.

Shareholders exercising voting rights by correspondence or electronic means shall deliver their declaration of intent to the Company at least two days before the shareholders' meeting. If there is a repetition of the declaration of intent, the declaration delivered first shall prevail. Except in the case when a declaration is made to cancel the earlier declaration of intent.

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, 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, at least two 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 a shareholder has exercised voting rights both by correspondence or electronic means and has also appointed a proxy to attend a shareholders meeting, the voting rights exercised by the proxy in the meeting shall prevail.

Unless otherwise provided in the Company Act and in the Company's Articles of Incorporation, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders. During the voting process, the Chair or the otherwise designated personnel shall announce the total number of the eligible voting rights of the attending shareholders case by case and then voting shall begin. On the same day of the meeting, the complete voting tallies, including the number voting in favor, the number voting against, and the number abstaining from voting on each particular motion are to be entered into the Market Observation Post System.

For an amendment or substitution of the same motion, the chair is to combine it with the original motion to determine the vote order. If one of the motions has been passed, the other motions are viewed as rejected and no more voting will be conducted. The monitoring and counting personnel for the voting should be assigned by the chair, and the monitoring personnel

should have shareholder status. Vote counting for shareholders' meeting proposals or elections shall be conducted in public at the place of the shareholders 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 made into record.

- Article 16: Unless otherwise specified by the Company Act, resolutions at a shareholders' meeting shall be deemed ratified with consent of more than half of the voting rights present at a shareholders' meeting attended by more than half of all voting rights. Shareholders exercising voting rights by electronic transmission will be deemed to have attended the meeting in person, and related matters are handled in accordance with relevant laws and regulations. The voted resolutions should be made included in the meeting minutes. The meeting minutes should be signed or stamped by the chairperson of the meeting and then released in accordance with the provisions of paragraph 3, Article 183 of the Company Act.

Chapter Four Board of Directors

- Article 17: The Company shall have seven to nine directors and adopt a candidate nomination system, and the directors shall be elected at a shareholders' meeting from the list of director candidates for a term of three years and shall be eligible for re-election.
There shall be no less than three independent directors, and they shall represent no less than 1/5 of the number of directors. Regulations governing the professional qualifications, restrictions on shareholdings and concurrent positions held, assessment of independence, method of nomination, and other matters for compliance with respect to the independence of directors shall be prescribed by the competent authority in charge of securities. The total number of registered shares held by all the directors shall be subject to the "Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies."
- Article 18: A Chairman representing the Company is elected in a Board meeting where more than two-thirds of directors are in attendance and more than half of the attending directors vote in favor, and a Vice Chairman is also appointed to assist the Chairman. Unless otherwise specified by the law, Board meetings are convened by the Chairman. However, the first meeting of each session of the Board is convened in accordance with Article 203 of the Company Act. The notification specifying the reasons for the meetings can be made in writing or by email or fax. The chairman shall chair the board meetings.
- Article 19: If the Chairman asks for leave or fails to exercise rights and responsibilities for any reason, a representative shall be assigned in accordance with the provisions of Article 208 of the Company Act. Reasons shall be specified and every director shall be notified at least seven days before the convening of board meetings. Meetings can be called at any time in case of emergency. The notice of the convening of board meetings can be made in writing, e-mail or fax.
- Article 19-1: Directors unable to attend the meetings may offer to provide a power of attorney signed or sealed, in accordance with the provisions of Article 205 of the Company Act, which specifies the scope of authorization and entrust other directors to attend the meetings as proxies.
- Article 19-2: The Company has established an audit committee which is composed of all independent directors in accordance with Article 14-4 of the Securities and Exchange Act. There should be no less than three members on the Committee, and one of them shall serve as the convener. The Audit Committee or its members are responsible for performing the functions of supervisors specified in the Company Act, the Securities and Exchange Act and other regulations.
- Article 20: The remuneration of all directors is determined at Board meetings based on their level of participation in and contribution to the Company's operation. The remuneration follows the standard among industry peers.
The remuneration of independent directors shall be determined by the board based on the principle of the preceding paragraph, and independent directors are not eligible for the

distribution of directors' remuneration and other bonuses.

The Company may purchase liability insurance for its directors and key personnel with respect to the liabilities they bear for their duties during the term of their services in accordance with the law. The board is authorized to handle the insurance matters with full authority.

Chapter Five Executive Managers

Article 21: The Company shall have one President, and a number of Vice President and Assistant Vice President positions. Their appointment, discharge and remuneration shall comply with Article 29 of the Company Act.

Chapter Six Accounting

Article 22: If the Company is profitable in the fiscal year, no less than 1% of the profit shall be allocated as bonuses for employees, and no more than 3% of the profit shall be allocated as remuneration for directors and supervisors. However, if the Company still has accumulated losses, an amount shall be reserved in advance to make up for the losses.

A Board resolution shall determine the distribution of employee remuneration in the form of stocks or cash. The distribution includes employees who meet certain criteria in controlled or subordinate companies. The Board is authorized to formulate the relevant criteria.

The Company's board of directors is responsible for preparing the following statements and reports at the end of each financial year; these statements and reports must be submitted to the Audit Committee for review at least 30 days before the annual shareholders' meeting, and presented during the annual general meeting for ratification. The documents include (1) Business report; (2) Financial statements; and (3) Proposals for profit distribution or loss off-setting.

Article 22-1: The dividend policy determines the type, amount and timing of dividend distribution based on the Company's profitability, capital needs and financial structure, and with the goal of maintaining stable dividend payments.

Article 23: If the Company is profitable in the fiscal year, no less than 1% of the profit shall be allocated as bonuses for employees, and no more than 3% of the profit shall be allocated as remuneration for directors and supervisors. However, if the Company still has accumulated losses, an amount shall be reserved in advance to make up for the losses.

A Board resolution shall determine the distribution of employee remuneration in the form of stocks or cash. The distribution includes employees who meet certain criteria in controlled or subordinate companies. The Board is authorized to formulate the relevant criteria.

Article 23-1: If the Company has any surplus in earnings at the end of the fiscal year, the Company shall first pay tax, make up for accumulated losses of previous years and then set aside 10% as legal reserve. However, if the legal reserve balance has reached the Company's paid-in capital, no more legal reserve needs to be provided, and the remainder may be appropriated or reversed as a special reserve in accordance with the law or the regulations of the competent authorities. If there is still surplus, the remainder shall be added to the accumulated undistributed earnings and the Board of Directors shall prepare an earnings distribution proposal. If the distribution is made by issuing new shares, the distribution shall be approved by the shareholders' meeting. Profits distributed for shareholders may be in the form cash or stocks, and the cash dividends shall not be less than 10% of the total shareholders' dividends for the current year.

If the Company distributes all or part of the dividends and bonuses or legal reserve and capital surplus in the form of cash, the Board of Directors is authorized to do so with the approval of a majority of directors present at a board meeting attended by at least two-thirds of the directors, and it shall then report it to the shareholders' meeting.

Depending on the scale of operations and changes in the market and economic environment, the board of directors should take into account the Company's future scale of operations and cash flow needs when drafting a profit distribution plan, and determine the most appropriate

dividend policy distribution method.

Article 23-2: The transfer of treasury stocks to employees, the issuance of employee stock options, restricted employee shares and new shares through cash capital increase available for subscription by employees in accordance with the law may include employees of controlling or affiliated companies that meet certain criteria, and the Board is authorized to determine the criteria and subscription method.

Chapter Seven Supplementary Articles

Article 24: Any outstanding issues not specified in the Articles of Incorporation are to be handled in accordance with the Company Act.

Article 25: The Articles of Incorporation were established on June 27, 1986.

The 1st amendment was made on October 9, 1986.

The 2nd amendment was made on November 15, 1986.

The 3rd amendment was made on April 16, 1987.

The 4th amendment was made on December 31, 1987.

The 5th amendment was made on March 16, 1988.

The 6th amendment was made on June 10, 1988.

The 7th amendment was made on October 3, 1988.

The 8th amendment was made on December 12, 1988.

The 9th amendment was made on January 5, 1989.

The 10th amendment was made on February 16, 1989.

The 11th amendment was made on March 1, 1989.

The 12th amendment was made on September 6, 1989.

The 13th amendment was made on December 18, 1989.

The 14th amendment was made on April 20, 1990.

The 15th amendment was made on June 20, 1991.

The 16th amendment was made on May 1, 1992.

The 17th amendment was made on May 29, 1993.

The 18th amendment was made on June 27, 1994.

The 19th amendment was made on September 5, 1994.

The 20th amendment was made on June 19, 1995.

The 21st amendment was made on June 27, 1996.

The 22nd amendment was made on May 30, 1997.

The 23rd amendment was made on July 27, 1998.

The 24th amendment was made on June 28, 1999.

The 25th amendment was made on August 26, 1999.

The 26th amendment was made on June 9, 2000.

The 27th amendment was made on June 27, 2001.

The 28th amendment was made on June 27, 2003.

The 29th amendment was made on June 11, 2004.

The 30th amendment was made on June 11, 2004.

The 31st amendment was made on August 29, 2005.

The 32nd amendment was made on June 30, 2006.

The 33rd amendment was made on June 15, 2007, but the provision of subparagraph 6, paragraph 1, Article 23 became applicable after the competent authority announced it effective (on January 1, 2008).

The 34th amendment was made on June 20, 2008.

The 35th amendment was made on June 26, 2009.

The 36th amendment was made on June 22, 2012

The 37th amendment was made on June 24, 2013.

The 38th amendment was made on September 6, 2013.

The 39th amendment was made on June 18, 2014.

The 40th amendment was made on June 22, 2015.

The 41st amendment was made on June 22, 2016.

The 42nd amendment was made on June 15, 2017.

The 43rd amendment was made on June 14, 2018.

The 44th amendment was made on June 28, 2019.

The 45th amendment was made on June 24, 2020.

The 46th amendment was made on August 27, 2021.

The 47th amendment was made on June 30, 2022.

The 48th amendment was made on June 30, 2023.

JSL Construction & Development Co., Ltd.



Chairman: Wen-Yu Chu



JSL Construction & Development Co., Ltd.

Rules of Procedure of Shareholders' Meetings

Article 1

These Rules have been established in accordance with Article 5 of the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies in order to build a strong Board governance system for shareholders' meetings with robust supervisory capabilities and reinforce management capabilities for the Company.

Article 2

Unless otherwise specified by the law or the Articles of Incorporation, shareholder meetings of the Company shall proceed according to the terms of these Rules.

Article 3 (Convening shareholder meetings and shareholder meeting notices)

Unless otherwise specified by the law, shareholder meetings are to be convened by the board of directors. Any changes in the method of convening a shareholder meeting shall be resolved in a board meeting, and shall be completed no later than the dispatch of the meeting notice. The Company shall compile an electronic file that contains the meeting notice, a proxy form, a detailed description of the agenda to be ratified or discussed during the meeting, and notes on re-election or discharge of directors and post it onto the Market Observation Post System (MOPS) at least 30 days before an annual general meeting, or 15 days before an extraordinary shareholder meeting. At least 21 days before an annual shareholders' meeting or 15 days before an extraordinary shareholder meeting, an electronic copy of the shareholder meeting handbook and supplementary information shall be prepared and posted onto the MOPS. However, in the event that the Company's paid-in capital reaches NT\$10 billion or more as of the last day of the most recent fiscal year, or in the event the aggregate shareholding percentage of foreign investors and investors in China reaches 30% or more as recorded in the shareholder register at the time of the annual shareholders' meeting in the most recent fiscal year, it shall upload the electronic file no later than 30 days prior to the day on which the annual shareholders' meeting is to be held. Physical copies of the shareholder meeting handbook and supplementary information shall be prepared at least 15 days before the meeting, and made accessible to shareholders upon request. These documents must also be placed on the Company's premises and at the shareholder services agency.

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. Distributed on-site at the venue of the shareholders' meeting.
- II. If the shareholders' meeting is also available through teleconferencing, distribute the materials at the physical venue, and upload the electronic files to the teleconferencing platform.
- III. If the shareholders' meeting is held solely by teleconferencing, the electronic files shall be uploaded to the teleconferencing platform.

The reasons for convening a shareholders meeting shall be specified in the meeting notice and public announcement. With the consent of the addressee, the meeting notice may be given in electronic form. Election/discharge of directors, changes in the article of association, dissolution/merging/splitting of the company, or items pertaining to Article 185-1 of the Company Act, Article 26-1 and Article 43-6 of the Securities and Exchange Act, and Article 56-1 and Article 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be listed in the meeting proposals, and shall not be raised as extraordinary motions.

Shareholders who hold over 1% of total issued shares can use written methods to propose issues during the Company's regular shareholder's meeting. Such proposals, however, are limited to one item only, and no proposal containing more than one item will be included in the meeting agenda. Furthermore, if the issue raised by shareholders involves items outlined in Paragraph 4, Article 172-1 of the Company Act, the Board of Directors can omit the proposal.

The Company shall announce, before the book closure date of the annual shareholders' meeting, the conditions, places and time within which shareholders' proposals are accepted. The timing of acceptance must

not be less than 10 days. Shareholders shall limit their proposed motions to 300 words only; proposals that exceed 300 words will not be accepted for discussion. Shareholders who have successfully proposed their motions shall attend the annual shareholders' meeting in person or by proxy and participate in the discussion. Prior to the date for issuance of notice of a shareholders meeting, this Corporation shall inform the shareholders who submitted proposals of the proposal screening results, and shall list in the meeting notice the proposals that conform to the provisions of this article. During the shareholders meeting, the board of directors shall explain the reasons why certain proposed motions are excluded from the discussion.

Article 4

For each shareholders' meeting, a shareholder may appoint a proxy to attend the meeting by providing the proxy form issued by this Company and stating the scope of the proxy's authorization.

Each shareholder may issue one proxy form and delegate one proxy only. All proxy forms must be received by the Company at least 5 days before the shareholder meeting. In cases where duplicate proxy forms are issued, the one that arrives first shall prevail. However, the shareholder can declare to cancel the proxy. Should the shareholder decide to attend shareholder meeting personally or exercise voting rights in writing or by electronic means after a proxy form has been received by the Company, a written notice must be sent to the Company no later than two days before the meeting commences to withdraw the proxy arrangement. If the shareholder fails to withdraw the proxy arrangement before the due date, the vote of the proxy attendant shall prevail.

Should the shareholder decide to attend shareholder meeting by teleconferencing after a proxy form has been received by the Company, a written notice must be sent to the Company no later than two days before the meeting commences to withdraw the proxy arrangement. If the shareholder fails to withdraw the proxy arrangement before the due date, the vote of the proxy attendant shall prevail.

Article 5 (Principles determining the time and place of a shareholder meeting)

A shareholder meeting should be held at the location of the Company or a place convenient for the shareholders and suitable for the meeting occasion. The meeting should not commence earlier than 9am or later than 3pm. Independent directors' opinions on the meeting place and time shall also be fully considered. If the shareholder meeting is held by teleconferencing, it is not subject to the restriction on the venue as specified in the preceding paragraph.

Article 6 (Preparation of documents such as the attendance book)

The meeting notice shall specify details such as the check-in time, venue, and other important notes for shareholders, proxy solicitors and proxies (referred to as shareholders) where relevant.

Admission of meeting participants shall begin at least 30 minutes before the meeting commences. The reception area must be clearly marked and stationed with competent personnel. Check in to the teleconferencing platform of the shareholder meeting should be completed at least 30 minutes before the meeting starts, and those who complete the check-in are considered to have attended the meeting in person.

Shareholders and their proxies (hereinafter referred to collectively as "shareholders") shall attend shareholders' meetings based on attendance cards, sign-in cards, or other certificates of attendance. This Company may not arbitrarily request further eligibility documents to be presented by shareholders in order to attend. Solicitors soliciting proxy forms shall also bring identification documents for verification.

The Company shall provide an attendance register for the attending shareholders to sign in, or have the attending shareholders turn in their attendance cards to sign in.

The Company should deliver the meeting handbook, annual reports, attendance cards, speech notes, votes and other related information to the attending shareholders. Ballots should also be attached for electing directors. Where the shareholder is a government agency or corporate entity, more than one proxy may attend the shareholder meeting. Corporate entities that have been designated as proxy attendants can only appoint one representative to attend a shareholder meeting.

Shareholders who would like to attend a shareholders' meeting held through teleconference should register with the Company at least two days before the shareholders' meeting.

For shareholder meetings that are held by teleconferencing, the Company shall upload the meeting handbook, annual report and other relevant information to the teleconferencing platform of the shareholder meeting, and keep them disclosed until the end of the meeting.

Article 6-1

The shareholders' meeting notice should specify the following matters if the meeting is also made available through teleconferencing:

- I. Methods of participation in the meeting through teleconferencing and for exercising their rights.
- II. In the event that participation in the teleconference is interrupted due to natural disasters, incidents or other force majeure events, the time and date to when the meeting shall be postponed or resumed if the above-mentioned issues cannot be immediately resolved.
 - (I) Shareholders who have not registered to participate in the shareholders' meeting by teleconferencing shall not participate in the postponed or resumed meeting.
 - (II) If the shareholders' meeting cannot resume, and the total number of shares represented in attendance still meets the statutory quorum for the resolutions conducted after subtracting the number of shares that attended the meeting by teleconferencing, the meeting may still continue without needing a postponement or resumption. Shareholders who had attended the meeting via teleconference shall have their shares included in the total number of shares deemed to be in attendance at the meeting, but are considered to be abstaining from all motions presented in the meeting.
 - (III) The handling methods for when the results for all motions have been announced, and there are no extraordinary motions.
- III. Alternative measures taken for shareholders who may have difficulties joining the meeting by teleconferencing.

Article 7 (Chairperson of the Shareholders' Meeting and Observers)

When the chairman of the board is on leave or for any reason unable to exercise the powers of chairman, the vice chairman shall act in place of the chairman; if there is no vice chairman or the vice chairman is also on leave or for any reason unable to exercise the powers of vice chairman, the chairman shall appoint one of the managing directors to act; however, if there are no managing directors, one of the directors shall be appointed to act as chair. If no appointment is made by the chairman, the managing directors or directors shall select one person from among themselves to serve as the chair.

The chairperson position mentioned above shall be assumed by a managing director or director, who has been on the board for more than six months and possesses adequate understanding of the Company's financial and business performance. The same applies if the chairperson is a representative of a corporate director.

The shareholders' meeting convened by the board of directors shall be personally hosted by the chairman of the board. More than half of the directors, at least one supervisor and at least one representing member of each of the various functional committees shall attend the meeting, and the attendance shall be recorded in the meeting minutes.

For a meeting that is convened by someone with the convening authority outside of the board, the meeting should be chaired by such convening authority. One person should be selected to chair the meeting if there are more than two present.

The Company may summon its lawyers, certified public accountants, and any relevant personnel to be present at shareholder meetings.

Article 8 (The shareholders meeting shall be audio recorded or filmed and the files shall be archived)

The Company, beginning from the time it accepts shareholder attendance registrations, shall make an uninterrupted audio and video recording of the registration procedure, the proceedings of the shareholders meeting, and the voting and vote counting procedures.

These recordings must be retained for at least one year. However, if a shareholder raises a litigious claim against the Company according to Article 189 of the Company Act, the abovementioned documents must be retained until the end of the litigation.

For the shareholder meetings held by teleconferencing, the Company shall retain records of the shareholders' registration, login, check-in, questioning, voting and vote counting results, etc., and make continuous and uninterrupted audio and video recording of the entire meeting.

The above-mentioned materials and audio and video recordings shall be properly retained by the Company during the period of existence, and they shall be provided to those who are entrusted with handling teleconferencing tasks.

If the shareholders' meeting is to be held by teleconferencing, the Company should audio- and video-record the backend operation interface of the teleconferencing platform.

Article 9

Attendance at shareholders meeting shall be calculated based on shares. The number of shares in attendance is counted based on the submitted attendance cards and the shareholding reported on the teleconferencing platform, plus the shares that exercise written or electronic voting rights.

The Chair is to call the meeting to order at the designated meeting time, and at the same time announce the number of non-voting rights and number of shares present and other relevant information. The Chair is to call the meeting to order at the designated meeting time, but is to announce a postponement if the attending shareholders represent less than half of the total issued shares. The number of postponements is limited to two, totaling no more than 1 hour. The chair is to announce the meeting adjourned if still less than 1/3 of the total issued shares are present at the meeting after the second postponement. For a shareholder meeting held by teleconferencing, the Company shall announce the adjournment of the meeting on the teleconferencing platform.

If the quorum is not met after two postponements but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Paragraph 1, Article 175 of the Company Act. The tentative resolution may be sent to all shareholders to notify them of another shareholder meeting is to be held within one month. Shareholders who wish to attend the shareholder meeting which is to be held by teleconferencing shall register with the Company in accordance with Article 6.

If the attending shareholders representing more than half of the total issued shares before the end of the meeting, the chair is to make a tentative resolution and re-submit it for a shareholder vote in accordance with Article 174 of the Company Act.

Article 10 (Discussion of motions)

The board should set the agenda for the meetings that it convenes. The meeting should be carried out based on the agenda, and should be not changed without the resolution of the shareholders.

The regulations of the preceding paragraph may be applied to a meeting of shareholders convened by a party that is not the board of directors.

The chair may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda of the preceding two paragraphs (including extraordinary motions), except by a resolution of the shareholders meeting. If the chair declares the meeting adjourned in violation of the rules of procedure, the other members of the board of directors shall promptly assist the attending shareholders in electing a new chair in accordance with statutory procedures, by agreement of a majority of the votes represented by the attending shareholders, and then continue the meeting.

The chair shall give sufficient explanation and opportunity to discuss the proposals and any amendments or extraordinary motions proposed by the shareholders, and when he/she is of the opinion that the motion is ready to be voted on, he/she may declare that the discussion closed and put proposals to vote.

Article 11 (Shareholders' statement)

Before speaking, the attending shareholders should first fill out speech notes clearly stating the purpose, account number (or the attendance pass number) or account name and allow the chair to determine the order of speaking.

The attending shareholders are considered to have offered no statement if they only provide the statement slips without speaking. In the event where the content of the statement is inconsistent with the speech note, the content of the statement should prevail.

Each shareholder shall not make more than two statements for the same proposal without the chairman's agreement, and each statement shall not exceed five minutes. If a shareholder's statement violates the rules or exceeds the scope of the issue, the chairman shall halt the statement.

When a present shareholder is making a statement, other shareholders shall not speak unless permitted by the chairperson and the speaking shareholder. Violators shall be halted by the chairperson.

Corporate shareholders who assign two or more legal representatives to attend the meeting may have only one person speak on a given motion.

After an attending shareholder speaks, the chairperson shall personally answer or designate a person to answer.

For shareholder meetings held by teleconferencing, the shareholders who attend the meetings by teleconferencing may raise their questions in writing on the teleconferencing platform after the chair announces the start of the meeting and before the chair announces the ending of the meeting. No more than two questions for the same motion should be allowed, and each question can have a maximum of 200 words. These do not apply to the requirements in Paragraph 1 to 5.

The abovementioned questions which do not violate the rules or do not exceed the scope of the motion should be disclosed on the teleconferencing platform as public knowledge.

Article 12 (Calculation of voting shares and recusal system)

Voting at shareholders' meeting shall be calculated based on shares.

The shares of the shareholders without voting rights are not counted in the total issued shares for the resolution of the meeting.

A shareholder who has a personal interest with the agenda of the meeting which may result in a conflict of interest with the Company shall not participate in the voting, nor shall he/she act on behalf of other shareholders to exercise the voting rights of other shareholders.

The number of shares held by shareholders who are not permitted to vote shall be excluded from total voting rights represented in the meeting.

Other than the trusts or securities agencies approved by the authorities, a person representing more than two shareholders as a proxy cannot represent shares exceeding three percent of the total voting shares. The exceeded voting rights will not be counted.

Article 13

Every share represents one vote unless it is restricted or deemed non-voting shares under Paragraph 2, Article 179 of the Company Act.

Shareholders may exercise their voting power in correspondence or by electronic transmission in shareholder meetings, and the exercise method shall be specified in the notice of shareholders meetings. Shareholders exercising voting rights by correspondence or electronic means will be deemed to have attended the meeting in person. However, they are considered to have waived their rights with respect to the extraordinary motions and amendments to original proposals of that meeting. It is therefore recommended that the Company avoids the submission of extraordinary motions and amendments to original proposals.

Shareholders exercising voting rights by correspondence or electronic means shall deliver their declaration of intent to the Company at least two days before the shareholders meeting. If there is a repetition of the declaration of intent, the declaration delivered first shall prevail. Except in the case when a declaration is made to cancel the earlier declaration of intent.

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 by teleconferencing, 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, no later 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 a shareholder has exercised voting rights both by correspondence or electronic means and has also appointed a proxy to attend a shareholders meeting, the voting rights exercised by the proxy in the meeting shall prevail.

Unless otherwise provided in the Company Act and in the Company's Articles of Incorporation, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders. The chair or the designated personnel shall announce the total number of the eligible voting rights of the attending shareholders case by case before the voting. On the same day of the meeting, the voting tallies, including those in favor, those against, and those abstaining, shall be entered into the Market Observation Post System.

For an amendment or substitution of the same motion, the chair is to combine it with the original motion to determine the vote order. If one of the motions has been passed, the other motions are viewed as rejected and no more voting will be conducted.

The monitoring and counting personnel for the voting should be assigned by the chair, and the monitoring personnel should have shareholder status.

Vote counting for shareholders meeting proposals or elections shall be conducted in public at the place of the shareholders 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 made into record. After the chairperson announces the start of the meeting, the shareholders who participate in the meeting through teleconferencing shall conduct voting on various motions and elections through the teleconferencing platform, and must complete the voting before the chairperson announces the close of voting. Those who do not complete the voting before the announced ending time are considered to be in abstention.

For shareholders' meeting held by teleconferencing, the votes shall be counted once after the Chair announces the close of voting, and the results of the voting and election will be announced. Cancellation of registration; those who cancel after the deadline can only attend the shareholders' meeting by teleconferencing.

Those who exercise their voting rights by correspondence or by electronic means without withdrawing their declaration of intent and participate in shareholder meetings by teleconferencing shall not exercise their voting rights on the original motion, propose amendments to the original motion or exercise their voting rights on the revision of the original motion, except for extraordinary motions.

For shareholder meetings also held by video-assisted methods, shareholders who have already registered to attend the meetings by teleconferencing in accordance with the provisions of Article 2 but wish to attend the physical meetings shall take the procedures same as the registration to cancel their registration at least two days before the meeting. Those who fail to cancel the registration on time can only attend the meetings by teleconferencing.

Those who exercise their voting rights by correspondence or by electronic means without withdrawing their declaration of intent and participate in shareholder meetings by teleconferencing shall not exercise their voting rights on the original motion, propose amendments to the original motion or exercise their voting rights on the revision of the original motion, except for extraordinary motions.

Article 14 (Election matters)

Shareholders' meetings that involve the election of directors shall proceed according to the Company's election policy. Results of the elections, including the list of elected directors and the final tally, must be announced on-site.

All ballots used in the above election shall be sealed and signed by the ballot examiner, and held in proper custody for at least one year. However, if a shareholder raises a litigious claim against the Company according to Article 189 of the Company Act, the abovementioned documents must be retained until the end of the litigation.

Article 15

Minutes of the resolutions of the shareholders' meeting shall be prepared and signed or sealed by the chairman and then distributed to each shareholder within twenty days after the meeting. The production and the distribution of the resolution record can be made electronically.

The distribution of the aforementioned resolutions can be entered into the Market Observation Post System to be publicly announced.

The resolution proceedings should correctly record the year, month, day, venue, name of the chair, voting method, the essentials of the proceedings and the voting results (including the statistical weights). If there is an election of directors and supervisors, the votes received by each nominee shall also be disclosed. These records are to be kept permanently during the Company's existence. These records are to be kept permanently during the Company's existence.

The minutes of a shareholders' meeting held by teleconferencing should record the items mentioned in the preceding paragraph, the starting and ending time of the meeting, the convening method of the meeting, the name of the Chair and the meeting minute taker; and the measures taken when the teleconferencing platform or the teleconference experiences natural disasters, incidents or force majeure.

The shareholders' meeting held by teleconferencing should follow the procedures mentioned in the preceding paragraph, and the meeting minutes should also specify the alternative measures taken for shareholders who may have difficulties joining the meeting by teleconferencing.

Article 16 (Public disclosure)

The number of shares owned by the solicitors, the entrusted proxies and shareholders attending the shareholder meeting in writing or electronically is compiled into a chart with a prescribed format on the meeting day and is disclosed clearly at the meeting venue. For shareholder meetings that are held by teleconferencing, the Company shall upload the above information to the teleconferencing platform at least 30 minutes before the start of the meeting, and shall keep them disclosed until the end of the meeting. When the shareholders' meeting held by teleconferencing commences, the number of voting rights of the attending shareholders is disclosed on the teleconferencing platform. The same applies to when the total number of shares of the shareholders in attendance and the number of voting rights in attendance are compiled again during the meeting.

The Company must disclose on MOPS in a timely manner any shareholder meeting resolutions that constitute material information as defined by law or the rules of Taiwan Stock Exchange Corporation (or Taipei Exchange).

Article 17 (Maintaining order at the meeting venue)

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

The chair may direct proctors or security personnel to help maintain order at the meeting venue. The proctors or security personnel help maintaining order at the meeting place shall wear an armband or identification card bearing the word "Proctor".

For venues that are equipped with broadcasting equipment, the chairman shall halt any shareholder that make statements from equipment not allocated to the Company.

Shareholders in violation of the rules and disobeying correction by the chair to disrupt the meeting are asked to leave the venue and will be escorted out by the proctors or the security personnel.

Article 18 (Recess and resumption)

The chair may announce a break time during the meeting at his/her discretion. The chair is to rule a meeting suspension due to force majeure when necessary and announce another time to resume the meeting as appropriate.

If the meeting venue is no longer available for use before all agenda issues of the shareholders meeting (including extraordinary motions) are addressed, the shareholders meeting shall determine another venue to resume the meeting.

The shareholders may decide to postpone or continue the meeting within five days in accordance with Article 182 of the Company Act.

Article 19

For shareholder meetings that are held by teleconferencing, the Company immediately discloses the voting results of motions and election results to the teleconferencing platform of the shareholder meeting in accordance with the regulations, and keeps them disclosed for at least another 15 minutes after the chair announces the ending of the meeting.

Article 20

Both the chairperson and the meeting minute keeper shall be at the same domestic location when holding teleconferencing shareholder meetings, and the chair should announce the address of the place at the beginning of the meeting.

Article 21

For shareholder meetings that are held by teleconferencing, the Company shall provide shareholders with a simple connection test before the meeting, and provide relevant services before and during the meeting to resolve technical communication problems.

For shareholders' meetings that are held by teleconferencing, the Chair should announce at the start of the meeting that except when there is no need to postpone or continue the meeting in accordance with Paragraph 4, Article 44-20 of the Regulations Governing the Administration of Shareholder Services of Public Companies. The provisions of Article 182 of the Company Act are not applicable if the video conferencing platform itself or participation in the video conference is obstructed due to natural disasters, incidents or other force majeure

events, and lasts for more than 30 minutes, and the date to which the meeting shall be postponed or continued is within five days.

In the event of a meeting postponement or resumption in the preceding paragraph, shareholders who have not registered to participate in the shareholder meeting by teleconferencing shall not participate in the postponed or resumption of the meeting.

In accordance with the provisions of Paragraph 2 for meeting postponement and resumption, shareholders who have registered and completed the check-in to the original meeting by teleconferencing, but do not participate in the postponed or resumed meeting, shall have their shares and all those presented at the original shareholder meeting included in the total number of share for voting rights and election rights already exercised and for those voting rights and election rights of the postponed or resumed meeting.

For the shareholder meeting that is postponed or resumed in accordance with the provisions of Paragraph 2, it is not necessary to re-discuss or resolve the motions for which voting and counting of votes has been completed and the voting results and the election of directors and supervisors have been announced.

If the teleconference shareholders' meeting cannot resume as described in Paragraph 2, and the total number of shares represented in attendance still meet the statutory quorum for the convening of the meeting after subtracting the number of shares that attended the meeting by teleconferencing, the meeting should still continue without needing a postponement or resumption in accordance with Paragraph 2.

In the event of a meeting resumed as described in the preceding paragraph, for shareholders who originally attended the shareholder meeting by teleconferencing, their shares are counted in the total of shares deemed to be attending the meeting, but they are considered to be abstaining from all motions presented in the meeting.

If the Company postpones or resumes the meeting according to the provisions of Paragraph 2, the relevant preparation should be conducted based on the date of the original shareholder meeting in accordance with Paragraph 7 of Article 44-20 of the Regulations Governing the Administration of Shareholder Services of Public Companies.

In accordance with the period specified by the 2nd half of Article 12 and Paragraph 3, Article 3 of the Regulations Governing the Use of Proxies for Attendance at Shareholders' Meetings of Public Companies and Paragraph 2, Article 44-5, Article 44-15 and Paragraph 1, Article 44-17 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the Company shall postpone or resume the date of the shareholders' meeting in accordance with the provisions of Paragraph 2.

Article 22

Alternative measures should be taken for shareholders who may have difficulties joining the meeting by teleconferencing.

Article 23

These Rules are to be announced and implemented after being approved by the shareholders' meeting, and likewise for the revision.

Impact of Stock Dividends on the Company's Operating Performance, Earnings Per Share and Return on Shareholders Equity

Item Year			2023 (Estimated)
Opening paid-In capital			3,916,066,500
Stock and Cash Dividends for the Year	Cash dividend per share (NT\$)		1.5
	Capitalization of profits to issue new stock (Share)		0.4
	Number of shares issued due to capitalization of capital surplus (shares)		0.1
Change in business performance:	Operating profit (NT\$)		Not applicable (Note)
	Year-on-year % increase (decrease) in operation profits		
	Net income after tax (NT\$)		
	Year-on-year % increase (decrease) in net income after taxes		
	Earnings per share (NT\$)		
	Year-on-year % increase (decrease) in earnings per share		
	Annual average return on investment (reciprocal of annual average P/E ratio)		
Pro forma earnings per share and P/E ratio	Capitalization of profits is distributed in cash dividends	Pro forma earnings per share (NT\$)	Not applicable (Note)
		Pro forma annual average return on investment	
	Without capitalization of capital surplus	Pro forma earnings per share (NT\$)	
		Pro forma annual average return on investment	
	Without capitalization of capital surplus and the capitalization of profits is distributed in cash dividends	Pro forma earnings per share (NT\$)	
		Pro forma annual average return on investment	

Note: Not applicable as the Company has not yet released the 2023 financial forecast information.

JSL Construction & Development Co., Ltd.

Directors' Shareholding Position

*Base date (book-closure date of the annual shareholders' meeting): April 30, 2024

Job title	Name	Number of shares held
Chairman	Chu Yuan Industrial Co., Ltd. Representative – Wen-Yu Chu	76,773,228
Director	Jaysanlyn Advertising Co., Ltd. Representative – Ying-Chu Chang	68,139,308
Director	Fengyun Advertising Co., Ltd. Representative – Ching-Tsai Chang	75,484,446
Director	Yangshanlin Advertising Co., Ltd. Representative – Yi Chu	45,495,648
Independent Director	Hsiang-Chi Hu	0
Independent Director	Ju-Chun Tsai	0
Independent Director	Chih-Hung Chang	0
Overall Directors' Shareholding Position		265,892,630

Remarks:

1. As of the base date, the Company has issued a total of 416,606,650 of ordinary shares.
2. The legal minimum number of shares of all Board members: 16,000,000 shares. As of the base date, the total number of shares held by all shareholders is 265,892,630 shares, which complies with Article 26 of the Securities and Exchange Act.