

# **Continental Holdings Corporation**

## **Handbook for the 2025 Annual Shareholders' Meeting**

(The English version is a translation of the original Chinese.  
In case of any discrepancies, the Chinese version shall prevail.)

Meeting Date: June 17, 2025

Venue: B2, No. 108 Dun Hua S. Road, Sec. 1 Taipei  
(FUBON International Center)

Mode of Convening: Physical Shareholders' Meeting

# Continental Holdings Corporation

## Meeting Agenda

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Call to Order (Report on number of shares represented)

Chairperson's Remarks

### Report Items

- |  |   |
|--|---|
| (1) To report the distribution of 2024 employees' compensation and Directors' remuneration | 1 |
| (2) To report the distribution of 2024 Cash Dividends                                      | 1 |

### Approval and Discussion Items

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| (1) Approval of 2024 Business Report and Financial Statements                     | 2 |
| (2) Approval of the proposal for appropriation of 2024 earnings                   | 2 |
| (3) Amendments to "Articles of Incorporation"                                     | 3 |
| (4) To release non-competition restrictions on a member of the Board of Directors | 3 |

Other Business and Extraordinary Motion

Adjourned

### Attachment

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## Report Items

### 1. To report the distribution of 2024 employees' compensation and Directors' remuneration.

#### (Proposed by the Board of Directors)

Explanatory Notes:

The Company's employees compensation and Directors remuneration for 2024 was approved at the 6th Meeting of the 6th Board of Directors in accordance with the Company Act and Article 29-1 of the Company's Articles of Incorporation. NT\$6,772,090 in cash was to be distributed as employee compensation while no Director's remuneration was to be issued.

### 2. To report the distribution of 2024 cash dividend

#### (Proposed by the Board of Directors)

Explanatory Notes:

- (1) According to Article 31 of the Company's Articles of Incorporation. The Board of Directors is authorized to distribute some or all of dividends and bonuses in cash. The distribution shall be reported to the shareholders' meeting.
- (2) The Company will distribute cash dividends of NT\$864,376,779 from 2024 earnings available for distribution at NT\$1.05 per share.
- (3) The cash dividends will be calculated based on the distribution ratio and rounded to NT\$ dollar. For the remainder less than NT\$1, NT\$1 will be distributed according the decimal number of the original distributed amount in descending order (if two or more decimal numbers are the same, the register numbers shall be adopted to decide the sequence) until the total distribution amount of cash dividends is met.
- (4) The Board of Directors has approved the distribution and authorized the Chairman to determine enact ex-dividend date, dividend payment date and handle all the matters related to the allocation of dividends based on the actual situation.

## Approval and Discussion Items

### 1. Approval of 2024 Business Report and Financial Statements.

#### (Proposed by the Board of Directors)

Explanatory Notes:

The Company's 2024 Financial Statements (see Attachment I: P. 5-22) were audited by independent auditors, Mr. Chung-Che Chen and Ms. Shu-Ying Chang of KPMG Taiwan. After reviewing these financial statements and 2024 Business Report (see P. 4), the Company's Audit Committee found no inconsistencies, and then issued Audit Committee's Review Report (see P. 23).

Resolved:

### 2. Approval of the proposal for appropriation of 2024 earnings.

#### (Proposed by the Board of Directors)

Explanatory Notes:

- (1) The proposed appropriation of 2024 earnings was approved by the Audit Committee and the Board of Directors of the Company.
- (2) The proposed 2024 earnings distribution table is as below.

#### Continental Holdings Corporation 2024 Earnings Distribution Table

Unit: NTD

<b>Unappropriated Retained Earnings of Previous Years</b>	<b>5,382,729,524</b>
Plus (Less)	
Reversal of Special Reserve	1,355,142,491
Remeasurement of Defined Benefit Obligation	389,178
Net Income of 2024	1,174,631,509
<b>Earnings Available for Distribution</b>	<b>7,912,892,702</b>
Less: Legal Reserve	(253,016,318)
<b>Distribution Item:</b>	
Cash Dividend to Common Shareholders@1.05	(864,376,779)
<b>Unappropriated Retained Earnings</b>	<b>6,795,499,605</b>

Chairman : Nita Ing

Manager : Cindy Chang

Chief Accountant : Gary Hsieh

Resolved:

### **3. Amendments to "Articles of Incorporation"**

#### **(Proposed by the Board of Directors)**

Explanatory Notes:

Article 14, paragraph 6 of the Securities and Exchange Act stipulates that a company shall specify in its articles of incorporation that a certain percentage of its annual earnings shall be allocated for salary adjustments or compensation distributions for its non-executive employees. Therefore, article 29-1, paragraph 3 of the Company's Articles of Incorporation is added to explicitly specify the percentage of annual earnings to be allocated for the compensation distributions for non-executive employees, and the current paragraph 3 is renumbered as paragraph 4 and amended accordingly. The Comparison Table for the Articles of Incorporation Before and After Revision is attached hereto as Attachment II (see P. 24)

Resolved:

### **4. To release non-competition restrictions on a member of the Board of Directors.**

#### **(Proposed by the Board of Directors)**

Explanatory Notes:

- (1) Article 209, paragraph 1 of the Company Act provides "A Director who does anything for himself or on behalf of another person that is within the scope of the company's business, shall explain to the meeting of shareholders the essential contents of such an act and secure its approval."
- (2) Without prejudice to the Company's interests, it is proposed to resolve the release the non-competition restrictions on Mr. Frank Juang as an independent director of Wistron Corporation.

Resolved:

## **Other Business and Extraordinary Motion**

## **Adjourned**

# Attachment I

## 2024 Business Report, Financial Statements and Audit Committee's Review Report

### 1. 2024 Business Report

In 2024, Continental Holdings Corporation (CHC) Group maintained steady growth and development thanks to the continuous promotion of government public construction, the successive commencement of several large-scale civil development plans, and the great efforts of our colleagues and their resilience in responding to challenges. However, the continual impact of global inflation, fluctuating interest rates, and the government's continuous adoption of housing market control measures affected the Group's residential housing deliveries in the second half of the year. In 2024, the consolidated revenue of the Group reached NT\$30.701 billion, in line with the previous year; the net operating profit was NT\$1.249 billion, down by 43% compared with the previous year; and net profit after tax was NT\$1.175 billion with earnings per share of NT\$1.43, down by 32% compared with the previous year.

Continental Engineering Corporation (CEC), a subsidiary of the Group, continued to develop core markets and expanded into diversified fields in 2024. CEC successively contracted new projects, including CJ17 for the Taoyuan Railway Underground Project (Chungli Train Station), the Taipei MRT South Circular Line CF670A Project, the Taipei MRT North Circular Line CF690B Project, the Nangang Rail Yard Urban Renewal Project (Unit 1), and Nangang Depot Social Housing Zone 2, presenting a record high revenue backlog and laying a stable foundation for the construction business in the coming years. The main projects currently under construction include large-scale public works and a variety of civil development projects, such as the Nangang Rail Yard Urban Renewal Project, the Taoyuan MRT Green Line, the Taipei MRT Circular Line Sections, the Tainan Urban District Railway Underground Project, and Zuoying Naval Base.

Continental Development Corporation (CDC) presale projects in 2024 including "Green Utopia", "Poetic Yard" and "Grove Mansion", which were highly appreciated by the market, and sales of the projects brought in considerable revenue backlog. Looking to 2025, CDC plans to recognize the profits from "Belle Époque" and "Sensuous Garden" as well as other residential projects. In addition to more than a dozen ongoing real estate projects, CDC has also acquired new projects in Taipei City, New Taipei City, Hsinchu City and Taichung City, and will continually expand its project pipeline in potential markets, laying a sustainable and long-lasting profiting foundation for the future.

In 2024, HDEC Corporation (HDEC), another subsidiary of the Group, continued to advance the Tainan Chengxi Incineration Plant and Kaohsiung Qiaotou Recycling Water Plant construction works, and commenced operations with the Phase I of Zhongli Water Resources. HDEC also acquired a new project – STSP Chiayi Science Park Wastewater Treatment Plant New Construction Project. With such ongoing business development, HDEC aims to improve project and operational management capabilities, strengthen risk control, and create record-high profits.

Adhering to the concept of ESG, CHC Group remains committed to improving energy utilization efficiency, investing in the utilization of water resources and renewable energy sources, placing emphasis on talent development, and implementing ethical management policies. Looking to the future, we will continually strengthen our operational resilience, develop core our business areas, and strive to enhance our long-term corporate value.

## 2. Continental Holdings Corporation Financial Statements

### CONTINENTAL HOLDINGS CORPORATION

#### Balance Sheets

December 31, 2024 and 2023

(Expressed in Thousands of New Taiwan Dollars)

		December 31, 2024		December 31, 2023	
		Amount	%	Amount	%
<b>Assets</b>					
<b>Current assets:</b>					
1100	Cash and cash equivalents	\$ 101,212	-	19,207	-
1200	Other receivables	310,936	1	21,734	-
1220	Current tax assets	750	-	750	-
1410	Prepayments	190	-	21	-
		413,088	1	41,712	-
<b>Non-current assets:</b>					
1550	Investments accounted for using equity method	29,221,215	99	28,703,084	96
1600	Property, plant and equipment	5,623	-	2,699	-
1755	Right-of-use assets	36,478	-	48,638	-
1920	Guarantee deposits paid	1	-	1	-
1990	Other non-current assets, others	-	-	1,000,000	4
		29,263,317	99	29,754,422	100
<b>Total assets</b>		<b>\$ 29,676,405</b>	<b>100</b>	<b>29,796,134</b>	<b>100</b>

		December 31, 2024		December 31, 2023	
		Amount	%	Amount	%
<b>Liabilities and Equity</b>					
<b>Current liabilities:</b>					
2100	Short-term loans	\$ 200,000	1	65,000	-
2200	Other payables	53,672	-	51,239	-
2230	Current tax liabilities	126,128	-	253,877	1
2280	Current lease liabilities	12,324	-	11,738	-
2399	Other current liabilities, others	551	-	594	-
		392,675	1	382,448	1
<b>Non-Current liabilities:</b>					
2530	Bonds payable	1,999,278	7	1,998,555	7
2580	Non-current lease liabilities	25,307	-	37,631	-
2640	Net defined benefit liability, non-current	24,484	-	25,363	-
		2,049,069	7	2,061,549	7
	<b>Total liabilities</b>	2,441,744	8	2,443,997	8
<b>Equity attributable to owners of parent:</b>					
3100	Capital stock	8,232,160	28	8,232,160	28
3200	Capital surplus	6,884,015	23	6,817,198	23
3300	Retained earnings	10,420,629	35	10,469,230	35
3400	Other equity	1,697,857	6	1,833,549	6
	<b>Total equity</b>	27,234,661	92	27,352,137	92
	<b>Total liabilities and equity</b>	<b>\$ 29,676,405</b>	<b>100</b>	<b>29,796,134</b>	<b>100</b>

Chairman : Nita Ing

Manager : Cindy Chang

Chief Accountant : Gary Hsieh



# CONTINENTAL HOLDINGS CORPORATION

## Statements of Comprehensive Income

For the years ended December 31, 2024 and 2023

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

		2024		2023	
		Amount	%	Amount	%
4000	<b>Operating revenues</b>	\$ 1,490,525	100	2,121,624	100
5000	<b>Operating costs</b>	-	-	-	-
	<b>Gross profit from operations</b>	1,490,525	100	2,121,624	100
	<b>Operating expenses:</b>				
6200	Administrative expenses	144,445	10	146,771	7
	<b>Net operating income</b>	1,346,080	90	1,974,853	93
	<b>Non-operating income and expenses:</b>				
7100	Interest income	15,164	1	20,157	1
7020	Other gains and losses, net	14,660	1	13,521	1
7050	Finance costs, net	(28,258)	(2)	(26,243)	(1)
		1,566	-	7,435	1
	<b>Income before tax</b>	1,347,646	90	1,982,288	94
7950	Less: Income tax expenses	173,014	11	265,552	13
	<b>Net income</b>	1,174,632	79	1,716,736	81
8300	<b>Other comprehensive income (loss):</b>				
8310	<b>Item that will not be reclassified to profit or loss</b>				
8311	Remeasurements of defined benefit plans	486	1	204	-
8330	Share of other comprehensive income of subsidiaries accounted for using equity method, components of other comprehensive income that will not be reclassified to profit or loss	(295,692)	(21)	1,343,612	63
8349	Income tax related to components of other comprehensive income that will not be reclassified to profit or loss	(2,898)	-	4,903	-
	Components of other comprehensive income that will not be reclassified to profit or loss	(298,104)	(20)	1,348,719	63
8360	<b>Item that will be reclassified to profit or loss</b>				
8380	Share of other comprehensive income of subsidiaries accounted for using equity method, components of other comprehensive income that will be reclassified to profit or loss	254,951	17	21,798	1
8399	Income tax related to components of other comprehensive income that will be reclassified to profit or loss	-	-	-	-
	Components of other comprehensive income that will be reclassified to profit or loss	254,951	17	21,798	1
8300	<b>Other comprehensive income (loss)</b>	(43,153)	(3)	1,370,517	64
8500	<b>Total comprehensive income</b>	\$ 1,131,479	76	3,087,253	145
	<b>Earnings per share</b>				
9750	<b>Basic earnings per share (NT dollars)</b>	\$ 1.43		2.09	
9850	<b>Diluted earnings per share (NT dollars)</b>	\$ 1.43		2.08	

Chairman : Nita Ing

Manager : Cindy Chang

Chief Accountant : Gary Hsieh

# CONTINENTAL HOLDINGS CORPORATION

## Statements of Changes in Equity

For the years ended December 31, 2024 and 2023

(Expressed in Thousands of New Taiwan Dollars)

	Retained earnings						Total other equity				
	Capital stock	Capital surplus	Legal reserve	Special reserve	Unappropriated retained earnings	Total	Exchange differences on translation of foreign financial statements	Unrealized gains (losses) on financial assets measured at fair value through other comprehensive income	Gains (losses) on hedging instruments	Total	Total equity
<b>Balance at January 1, 2023</b>	\$ 8,232,160	6,817,198	1,126,567	2,262,233	7,441,346	10,830,146	(695,150)	1,140,119	(1,549)	443,420	26,322,924
Net income	-	-	-	-	1,716,736	1,716,736	-	-	-	-	1,716,736
Other comprehensive income (loss)	-	-	-	-	(19,612)	(19,612)	21,798	1,387,325	(18,994)	1,390,129	1,370,517
Total comprehensive income (loss)	-	-	-	-	1,697,124	1,697,124	21,798	1,387,325	(18,994)	1,390,129	3,087,253
Appropriation and distribution of retained earnings:											
Legal reserve appropriated	-	-	293,164	-	(293,164)	-	-	-	-	-	-
Cash dividends	-	-	-	-	(2,058,040)	(2,058,040)	-	-	-	-	(2,058,040)
<b>Balance at December 31, 2023</b>	8,232,160	6,817,198	1,419,731	2,262,233	6,787,266	10,469,230	(673,352)	2,527,444	(20,543)	1,833,549	27,352,137
Net income	-	-	-	-	1,174,632	1,174,632	-	-	-	-	1,174,632
Other comprehensive income (loss)	-	-	-	-	11,591	11,591	254,951	(331,830)	22,135	(54,744)	(43,153)
Total comprehensive income (loss)	-	-	-	-	1,186,223	1,186,223	254,951	(331,830)	22,135	(54,744)	1,131,479
Appropriation and distribution of retained earnings:											
Legal reserve appropriated	-	-	169,713	-	(169,713)	-	-	-	-	-	-
Cash dividends	-	-	-	-	(1,234,824)	(1,234,824)	-	-	-	-	(1,234,824)
Reversal of special reserve	-	-	-	(1,355,143)	1,355,143	-	-	-	-	-	-
Changes in ownership interests of subsidiaries	-	66,817	-	-	-	-	-	-	-	-	66,817
Disposal of subsidiaries	-	-	-	-	-	-	(80,948)	-	-	(80,948)	(80,948)
<b>Balance at December 31, 2024</b>	<u>\$ 8,232,160</u>	<u>6,884,015</u>	<u>1,589,444</u>	<u>907,090</u>	<u>7,924,095</u>	<u>10,420,629</u>	<u>(499,349)</u>	<u>2,195,614</u>	<u>1,592</u>	<u>1,697,857</u>	<u>27,234,661</u>

Chairman : Nita Ing

Manager : Cindy Chang

Chief Accountant : Gary Hsieh

# CONTINENTAL HOLDINGS CORPORATION

## Statements of Cash Flows

For the years ended December 31, 2024 and 2023

(Expressed in Thousands of New Taiwan Dollars)

	2024	2023
<b>Cash flows from operating activities:</b>		
Income before tax	\$ 1,347,646	1,982,288
<b>Adjustments:</b>		
<b>Adjustments to reconcile profit (loss):</b>		
Depreciation expense	13,147	13,604
Interest expense	27,535	25,520
Interest income	(15,164)	(20,157)
Amortization of issuance costs on bonds payable	723	723
Gain on disposal of property, plant and equipment	(290)	-
Investment revenues	(1,490,525)	(2,121,624)
<b>Total adjustments to reconcile profit</b>	<b>(1,464,574)</b>	<b>(2,101,934)</b>
<b>Changes in operating assets and liabilities:</b>		
<b>Changes in operating assets:</b>		
Other receivables	(1,439)	558
Prepayments	(169)	139
<b>Total changes in operating assets</b>	<b>(1,608)</b>	<b>697</b>
<b>Changes in operating liabilities:</b>		
Other payables	(4,765)	(523)
Other current liabilities	(43)	20
Net defined benefit liability	(490)	308
<b>Total changes in operating liabilities</b>	<b>(5,298)</b>	<b>(195)</b>
<b>Total changes in operating assets and liabilities</b>	<b>(6,906)</b>	<b>502</b>
<b>Total adjustments</b>	<b>(1,471,480)</b>	<b>(2,101,432)</b>
Cash outflow generated from operations	(123,834)	(119,144)
Interest received	27,401	15,932
Dividends received	914,721	2,240,858
Interest paid	(27,489)	(25,500)
Income taxes paid	(293,611)	(168,222)
<b>Net cash flows from operating activities</b>	<b>497,188</b>	<b>1,943,924</b>
<b>Cash flows from investing activities:</b>		
Acquisition of property, plant and equipment	(4,402)	(110)
Disposal of property, plant and equipment	781	-
Other receivables	700,000	-
<b>Net cash flows from (used in) investing activities</b>	<b>696,379</b>	<b>(110)</b>
<b>Cash flows from financing activities:</b>		
Increase in short-term borrowings	720,100	365,000
Decrease in short-term borrowings	(585,100)	(300,000)
Payment of lease liabilities	(11,738)	(12,135)
Cash dividends paid	(1,234,824)	(2,058,040)
<b>Net cash flows used in financing activities</b>	<b>(1,111,562)</b>	<b>(2,005,175)</b>
<b>Net increase (decrease) in cash and cash equivalents</b>	<b>82,005</b>	<b>(61,361)</b>
<b>Cash and cash equivalents at beginning of year</b>	<b>19,207</b>	<b>80,568</b>
<b>Cash and cash equivalents at end of year</b>	<b>\$ 101,212</b>	<b>19,207</b>

Chairman : Nita Ing

Manager : Cindy Chang

Chief Accountant : Gary Hsieh

## Independent Auditors' Report

### To the Board of Directors of CONTINENTAL HOLDINGS CORPORATION:

#### Opinion

We have audited the financial statements of CONTINENTAL HOLDINGS CORPORATION ("the Company"), which comprise the balance sheet as of December 31, 2024 and 2023, 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, based on our audits and the report of other auditors (please refer to Other Matter paragraph), the accompanying financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2024 and 2023, and its financial performance and its cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

#### Basis for Opinion

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

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the 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. We have determined that there are no key audit matters to be communicated in our report.

#### Other Matter

We did not audit the financial statements of certain investments measured by equity method of the Company. Those statements were audited by other auditors, whose report has been furnished to us, and our opinion, insofar as it relates to the amounts included for investments measured by equity method, are based solely on the reports of the other auditors. The financial statements of investments measured by equity method accounted for 17.75% and 18.35%, of the total assets at December 31, 2024 and 2023, respectively. The related share of gain of subsidiaries accounted for using the equity method represented (56.87)% and (27.58)% of the net income before tax for the years ended December 31, 2024 and 2023, respectively.

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

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

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

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

### **Auditors' Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the 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 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 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 Chen, Chung-Che and Chang, Shu-Ying.

**KPMG**

Taipei, Taiwan (Republic of China)

March 5, 2025

### 3. Continental Holdings Corporation and Subsidiaries Consolidated Financial Statements

## CONTINENTAL HOLDINGS CORPORATION AND SUBSIDIARIES

### Consolidated Balance Sheets

December 31, 2024 and 2023

(Expressed in Thousands of New Taiwan Dollars)

		December 31, 2024		December 31, 2023	
		Amount	%	Amount	%
<b>Assets</b>					
<b>Current assets:</b>					
1100	Cash and cash equivalents	\$ 7,084,267	8	6,878,141	9
1139	Current financial assets for hedging	293,290	-	28,839	-
1140	Current contract assets	5,092,716	6	5,241,492	7
1150	Notes receivable, net	605	-	684	-
1170	Accounts receivable, net	2,547,429	3	2,987,278	4
1200	Other receivables, net	539,151	1	419,134	1
1220	Current tax assets	68,009	-	59,860	-
130X	Inventories	33,580,461	38	25,204,641	32
1410	Prepayments	1,541,623	2	1,072,680	1
1479	Other current assets, others	3,769,839	4	4,166,052	5
1480	Current assets recognised as incremental costs to obtain contract with customers	506,333	1	273,879	-
		<u>55,023,723</u>	<u>63</u>	<u>46,332,680</u>	<u>59</u>
<b>Non-current assets:</b>					
1510	Non-current financial assets at fair value through profit or loss	1,068,858	1	1,068,858	2
1517	Non-current financial assets at fair value through other comprehensive income	3,039,804	3	3,371,634	4
1550	Investments accounted for using equity method, net	1,545,488	2	1,598,373	2
1600	Property, plant and equipment	10,421,498	12	9,530,234	12
1755	Right-of-use assets	134,212	-	136,481	-
1760	Investment properties, net	2,864,806	4	8,015,233	10
1780	Intangible assets	5,105,658	6	1,801,118	2
1840	Deferred tax assets	16,107	-	12,430	-
1932	Long-term accounts receivable	7,059,284	8	5,867,118	8
1990	Other non-current assets, others	1,111,719	1	676,513	1
		<u>32,367,434</u>	<u>37</u>	<u>32,077,992</u>	<u>41</u>
<b>Total assets</b>		<u><b>\$ 87,391,157</b></u>	<u><b>100</b></u>	<u><b>78,410,672</b></u>	<u><b>100</b></u>

		December 31, 2024		December 31, 2023	
		Amount	%	Amount	%
<b>Liabilities and Equity</b>					
<b>Current liabilities:</b>					
2100	Short-term borrowings	\$ 21,976,838	25	15,865,691	20
2110	Short-term notes and bills payable	200,000	-	800,000	1
2126	Current financial liabilities for hedging	3,039	-	19,444	-
2130	Current contract liabilities	10,817,965	12	7,663,229	10
2170	Notes and accounts payable	6,992,556	9	6,578,347	8
2200	Other payables	2,391,251	3	1,902,960	3
2230	Current tax liabilities	190,322	-	307,008	-
2250	Current provisions	252,074	-	307,179	1
2280	Current lease liabilities	102,354	-	88,554	-
2310	Advance receipts	8,470	-	48,034	-
2320	Long-term liabilities, current portion	678,524	1	1,269,382	2
2399	Other current liabilities, others	96,438	-	62,089	-
		43,709,831	50	34,911,917	45
<b>Non-Current liabilities:</b>					
2530	Bonds payable	1,999,278	2	1,998,555	3
2540	Long-term borrowings	11,353,309	14	10,190,546	13
2570	Deferred tax liabilities	247,786	-	181,045	-
2580	Non-current lease liabilities	34,580	-	49,870	-
2610	Long-term accounts payable	131,314	-	122,981	-
2640	Net defined benefit liability, non-current	94,382	-	109,375	-
2645	Guarantee deposits received	85,674	-	70,681	-
		13,946,323	16	12,723,053	16
	<b>Total liabilities</b>	57,656,154	66	47,634,970	61
<b>Equity attributable to owners of parent:</b>					
3100	Capital stock	8,232,160	9	8,232,160	11
3200	Capital surplus	6,884,015	8	6,817,198	9
3300	Retained earnings	10,420,629	12	10,469,230	13
3400	Other equity	1,697,857	2	1,833,549	2
		27,234,661	31	27,352,137	35
36XX	Non-controlling interests	2,500,342	3	3,423,565	4
	<b>Total equity</b>	29,735,003	34	30,775,702	39
	<b>Total liabilities and equity</b>	<b>\$ 87,391,157</b>	<b>100</b>	<b>78,410,672</b>	<b>100</b>

Chairman : Nita Ing

Manager : Cindy Chang

Chief Accountant : Gary Hsieh



# CONTINENTAL HOLDINGS CORPORATION AND SUBSIDIARIES

## Consolidated Statements of Comprehensive Income

For the years ended December 31, 2024 and 2023

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

	2024		2023	
	Amount	%	Amount	%
4000 <b>Operating revenues</b>	\$ 30,701,377	100	30,606,844	100
5000 <b>Operating costs</b>	26,973,804	88	26,330,971	86
<b>Gross profit from operations</b>	<u>3,727,573</u>	<u>12</u>	<u>4,275,873</u>	<u>14</u>
<b>Operating expenses:</b>				
6100 Selling expenses	664,305	2	478,366	2
6200 Administrative expenses	1,814,447	6	1,624,908	5
	<u>2,478,752</u>	<u>8</u>	<u>2,103,274</u>	<u>7</u>
<b>Net operating income</b>	<u>1,248,821</u>	<u>4</u>	<u>2,172,599</u>	<u>7</u>
<b>Non-operating income and expenses:</b>				
7100 Interest income	111,794	-	97,749	-
7010 Other income	260,256	1	263,469	1
7020 Other gains and losses, net	202,820	1	(84,052)	-
7050 Finance costs, net	(757,257)	(3)	(770,881)	(3)
7060 Share of profit (losses) of associates and joint ventures accounted for using equity method	(53,165)	-	31,386	-
	<u>(235,552)</u>	<u>(1)</u>	<u>(462,329)</u>	<u>(2)</u>
7900 <b>Income before tax</b>	<u>1,013,269</u>	<u>3</u>	<u>1,710,270</u>	<u>5</u>
7950 Less: Income tax expenses (Note 6(x))	343,361	1	379,875	1
<b>Net income</b>	<u>669,908</u>	<u>2</u>	<u>1,330,395</u>	<u>4</u>
8300 <b>Other comprehensive income:</b>				
8310 <b>Items that will not be reclassified to profit or loss</b>				
8311 Remeasurements of defined benefit plans	14,489	-	(24,515)	-
8316 Unrealized gains (losses) from investments in equity instruments measured at fair value through other comprehensive income	(331,830)	(1)	1,387,325	5
8317 Gains on hedging instrument	22,135	-	(18,994)	-
8349 Income tax related to components of other comprehensive income that will not be reclassified to profit or loss	(2,898)	-	4,903	-
Components of other comprehensive income that will not be reclassified to profit or loss	<u>(298,104)</u>	<u>(1)</u>	<u>1,348,719</u>	<u>5</u>
8360 <b>Items that will be reclassified to profit or loss</b>				
8361 Exchange differences on translation of foreign financial statements	344,835	1	37,730	-
8399 Income tax related to components of other comprehensive income that will be reclassified to profit or loss	-	-	-	-
Components of other comprehensive income that will be reclassified to profit or loss	<u>344,835</u>	<u>1</u>	<u>37,730</u>	<u>-</u>
8300 <b>Other comprehensive income</b>	<u>46,731</u>	<u>-</u>	<u>1,386,449</u>	<u>5</u>
<b>Total comprehensive income</b>	<u>\$ 716,639</u>	<u>2</u>	<u>2,716,844</u>	<u>9</u>
<b>Net income, attributable to:</b>				
8610 Owners of parent	\$ 1,174,632	4	1,716,736	5
8620 Non-controlling interests	(504,724)	(2)	(386,341)	(1)
	<u>\$ 669,908</u>	<u>2</u>	<u>1,330,395</u>	<u>4</u>
<b>Total comprehensive income attributable to:</b>				
8710 Owners of parent	\$ 1,131,479	3	3,087,253	10
8720 Non-controlling interests	(414,840)	(1)	(370,409)	(1)
	<u>\$ 716,639</u>	<u>2</u>	<u>2,716,844</u>	<u>9</u>
<b>Earnings per share</b>				
9750 <b>Basic earnings per share (NT dollars)</b>	<u>\$ 1.43</u>		<u>2.09</u>	
9850 <b>Diluted earnings per share (NT dollars)</b>	<u>\$ 1.43</u>		<u>2.08</u>	

Chairman : Nita Ing

Manager : Cindy Chang

Chief Accountant : Gary Hsieh

# CONTINENTAL HOLDINGS CORPORATION AND SUBSIDIARIES

## Consolidated Statements of Changes in Equity

For the years ended December 31, 2024 and 2023

(Expressed in Thousands of New Taiwan Dollars)

	Equity attributable to owners of parent												
	Capital stock		Retained earnings				Total other equity						
	Common Stock	Capital surplus	Legal reserve	Special reserve	Unappropriated retained earnings	Total	Exchange differences on translation of foreign financial statements	Unrealized gains (losses) on financial assets measured at fair value through other comprehensive income	Gains (losses) on hedging instruments	Total other equity	Total equity attributable to owners of parent	Non-controlling interests	Total equity
<b>Balance at January 1, \$ 2023</b>	8,232,160	6,817,198	1,126,567	2,262,233	7,441,346	10,830,146	(695,150)	1,140,119	(1,549)	443,420	26,322,924	3,058,525	29,381,449
Net income	-	-	-	-	1,716,736	1,716,736	-	-	-	-	1,716,736	(386,341)	1,330,395
Other comprehensive income (loss)	-	-	-	-	(19,612)	(19,612)	21,798	1,387,325	(18,994)	1,390,129	1,370,517	15,932	1,386,449
Total comprehensive income (loss)	-	-	-	-	1,697,124	1,697,124	21,798	1,387,325	(18,994)	1,390,129	3,087,253	(370,409)	2,716,844
Appropriation and distribution of retained earnings:													
Legal reserve appropriated	-	-	293,164	-	(293,164)	-	-	-	-	-	-	-	-
Cash dividends	-	-	-	-	(2,058,040)	(2,058,040)	-	-	-	-	(2,058,040)	-	(2,058,040)
Changes in non-controlling interests	-	-	-	-	-	-	-	-	-	-	-	735,449	735,449
<b>Balance at December 31, 2023</b>	8,232,160	6,817,198	1,419,731	2,262,233	6,787,266	10,469,230	(673,352)	2,527,444	(20,543)	1,833,549	27,352,137	3,423,565	30,775,702
Net income	-	-	-	-	1,174,632	1,174,632	-	-	-	-	1,174,632	(504,724)	669,908
Other comprehensive income (loss)	-	-	-	-	11,591	11,591	254,951	(331,830)	22,135	(54,744)	(43,153)	89,884	46,731
Total comprehensive income (loss)	-	-	-	-	1,186,223	1,186,223	254,951	(331,830)	22,135	(54,744)	1,131,479	(414,840)	716,639
Appropriation and distribution of retained earnings:													
Legal reserve appropriated	-	-	169,713	-	(169,713)	-	-	-	-	-	-	-	-
Cash dividends	-	-	-	-	(1,234,824)	(1,234,824)	-	-	-	-	(1,234,824)	-	(1,234,824)
Reversal of special reserve	-	-	-	(1,355,143)	1,355,143	-	-	-	-	-	-	-	-
Disposal of subsidiaries	-	-	-	-	-	-	(80,948)	-	-	(80,948)	(80,948)	-	(80,948)
Changes in ownership interests in subsidiaries	-	66,817	-	-	-	-	-	-	-	-	66,817	(66,817)	-
Changes in non-controlling interests	-	-	-	-	-	-	-	-	-	-	-	(441,566)	(441,566)
<b>Balance at December 31, 2024</b>	<b>\$ 8,232,160</b>	<b>6,884,015</b>	<b>1,589,444</b>	<b>907,090</b>	<b>7,924,095</b>	<b>10,420,629</b>	<b>(499,349)</b>	<b>2,195,614</b>	<b>1,592</b>	<b>1,697,857</b>	<b>27,234,661</b>	<b>2,500,342</b>	<b>29,735,003</b>

Chairman : Nita Ing

Manager : Cindy Chang

Chief Accountant : Gary Hsieh

# CONTINENTAL HOLDINGS CORPORATION AND SUBSIDIARIES

## Consolidated Statements of Cash Flows

For the years ended December 31, 2024 and 2023

(Expressed in Thousands of New Taiwan Dollars)

	2024	2023
<b>Cash flows from operating activities:</b>		
Income before tax	\$ 1,013,269	1,710,270
<b>Adjustments:</b>		
<b>Adjustments to reconcile profit and loss:</b>		
Depreciation expense	546,116	485,274
Amortization expense	72,607	68,749
Interest expense	756,534	785,553
Interest income	(111,794)	(97,749)
Dividend income	(215,958)	(177,422)
Amortization of issuance costs on bonds payable	723	723
Share of loss (gain) of associates and joint ventures accounted for using equity method	53,165	(31,386)
Loss (gain) on disposal of property, plant and equipment	191	(735)
(Gain) loss on disposal of property, plant and equipment (under construction costs)	(88,544)	48
Gain on disposal of investment properties	(57,534)	-
Warranty provisions recognition (write-off)	(41,238)	(361,838)
Gain on reversal of estimated account payable (under deduction of construction costs)	-	(276,467)
Gain on reversal of estimated account payable	(883)	(1,278)
<b>Total adjustments to reconcile profit and loss</b>	<b>913,385</b>	<b>393,472</b>
<b>Changes in operating assets and liabilities:</b>		
<b>Changes in operating assets:</b>		
Contract assets	(2,851)	1,057,262
Notes receivable	79	11,403
Accounts receivable	(596,343)	(1,528,405)
Other receivables	(210,129)	(27,339)
Inventories	(5,601,496)	(4,760,395)
Prepayments	(489,178)	(300,340)
Other current assets	(669,482)	(884,076)
Current assets recognised as incremental costs to obtain contract with customers	(232,454)	79,652
<b>Total changes in operating assets</b>	<b>(7,801,854)</b>	<b>(6,352,238)</b>
<b>Changes in operating liabilities:</b>		
Contract liabilities	5,341,619	4,639,481
Notes and accounts payable	413,592	1,037,447
Other payables	475,728	2,022
Provisions	(13,965)	(17,851)
Receipts in advance	(39,682)	33,691
Other current liabilities	34,034	2,377
Net defined benefit liability	(3,402)	(4,880)
<b>Total changes in operating liabilities</b>	<b>6,207,924</b>	<b>5,692,287</b>
<b>Total changes in operating assets and liabilities</b>	<b>(1,593,930)</b>	<b>(659,951)</b>
<b>Total adjustments</b>	<b>(680,545)</b>	<b>(266,479)</b>
Cash outflow generated from operations	332,724	1,443,791
Interest received	90,211	82,995
Interest paid	(968,769)	(855,925)
Income taxes paid	(402,664)	(231,636)
<b>Net cash flows (used in) from operating activities</b>	<b>(948,498)</b>	<b>439,225</b>

	2024	2023
<b>Cash flows from investing activities:</b>		
Acquisition of financial assets for hedging	(799,840)	(250,755)
Disposal of financial assets for hedging	541,119	1,522,050
Price of associates acquisition	(51,940)	-
Acquisition of property, plant and equipment	(394,448)	(439,636)
Disposal of property, plant and equipment	118,919	783
Other receivables	111,798	(5,431)
Non-current other receivables	(407,678)	(147,088)
Acquisition of intangible assets	(3,351,759)	(764,803)
Disposal of investment properties	62,850	-
Other financial assets	1,066,259	564,806
Other non-current assets	(17,982)	(12,131)
Prepayments for business facilities	(71,970)	(60,513)
Dividends received	267,618	204,573
Long-term payments	2	(6,357)
<b>Net cash flows (used in) from investing activities</b>	<b>(2,927,052)</b>	<b>605,498</b>
<b>Cash flows from financing activities:</b>		
Increase in short-term borrowings	48,922,477	42,723,580
Decrease in short-term borrowings	(43,077,732)	(41,680,335)
Increase in short-term notes and bills payable	4,530,000	6,162,000
Decrease in short-term notes and bills payable	(5,130,000)	(5,798,000)
Increase in long-term borrowings	12,786,782	4,967,334
Decrease in long-term borrowings	(12,265,420)	(4,962,391)
Guarantee deposits received	14,993	(59,325)
Payment of lease liabilities	(77,714)	(71,522)
Cash dividends paid	(1,284,010)	(2,126,053)
Other payables	12,304	56,823
Change in non-controlling interests	(392,380)	803,462
<b>Net cash flows from financing activities</b>	<b>4,039,300</b>	<b>15,573</b>
<b>Effect of exchange rate changes on cash and cash equivalents</b>	<b>42,376</b>	<b>(4,571)</b>
<b>Net increase in cash and cash equivalents</b>	<b>206,126</b>	<b>1,055,725</b>
<b>Cash and cash equivalents at beginning of year</b>	<b>6,878,141</b>	<b>5,822,416</b>
<b>Cash and cash equivalents at end of year</b>	<b>\$ 7,084,267</b>	<b>6,878,141</b>

## Independent Auditors' Report

### To the Board of Directors of CONTINENTAL HOLDINGS CORPORATION:

#### Opinion

We have audited the consolidated financial statements of Continental Holdings Corporation and its subsidiaries ("the Group"), which comprise the statement of consolidated financial position as of December 31, 2024 and 2023, the consolidated statements of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

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

#### Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Financial Statement Audit and Attestation Engagements of Certified Public Accountants and Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with The Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. Based on our audits and the reports of other auditors, 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 the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

##### 1. Revenue recognition of construction contracts

Please refer to Note 4(r) for revenue from contracts with customers; Note 5 for recognition of revenue and measurement for the completed percentage of construction contracts; and Note 6(aa) for construction contracts.

How the matter was addressed in our audit: As the budgets of construction contracts are highly related to the subjectively judgments of the managements, inaccuracy estimations for construction budgets may lead to significant changes in profit or loss of the financial reports. Therefore, there is a significant risk involved in the revenue recognition of construction contracts.

Our principal audit procedures included: selecting construction contracts that have significant impact on the presentation of the financial report; and for those construction budgets, assessing the managements' budget preparation process, acquired relevant materials in preparing the assumptions within the current period (including construction contract modification, design modification, and other documents with owners), and confirming whether the preparation of construction budget corresponds with the Group's internal authorization. In addition, selecting the valuation materials and checking their accuracy by recalculating the completed percentage of the construction cases, as well as executing the balance sheet cut-off test.

## 2. Inventory evaluation

Please refer to Note 4(h) for accounting policy about inventory evaluation, Note 5 for estimation of inventory evaluation and Note 6(g) for inventory.

How the matter was addressed in our audit: The Group's inventories shall be stated at the lower of cost and net realizable value. At present, the real estate industry is affected by tax reformation and economic circumstances. There is a risk that the inventory cost may turn out to be higher than its net realization value.

Our principal audit procedures included: For construction cases in progress and real estate for sale, which is in accordance to the contract price for presale and the selling price of actual registering, assessing the differences between their booked value and fair value, and any possibility of their significant impact on the financial report, comparing with the investment analysis provided by the management, and reassessing according to the actual situation, there is no impairment.

## Other Matter

In the Group's consolidated financial statements, we did not audit the financial statements of certain subsidiaries. Those statements audited by other auditors has been furnished to us, and our opinion, insofar as it relates to the amounts included for those subsidiaries, is based solely on the report of the other auditors. The financial statements of these subsidiaries reflect the total assets constituting 19.16% and 20.12% of the consolidated total assets at December 31, 2024 and 2023, respectively, and the total revenues constituting 3.55% and 2.39% of the consolidated total revenues for the years ended December 31, 2024 and 2023, respectively.

Continental Holdings Corporation has prepared its parent-company-only financial report for the years ended December 31, 2024 and 2023, and we have issued an unqualified opinion with other matter thereon and an unqualified opinion, respectively.

## 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, IFRC, SIC endorsed and issued into effect by the FSC, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

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

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

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

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

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's 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 Chen, Chung-Che and Chang, Shu-Ying.

**KPMG**

Taipei, Taiwan (Republic of China)

March 5, 2025



#### **4. Audit Committee's Review Report**

The Board of Directors has prepared the Company's 2024 Business Report, Financial Statements, and proposal for allocation of profits. The CPA of KPMG Taiwan was retained to audit Continental Holdings Corporation's Financial Statements and has issued an audit report relating to the Financial Statements. The Business Report, Financial Statements, and profits allocation proposal have been reviewed and determined to be correct and accurate by the Audit Committee members of Continental Holdings Corporation. According to Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Law, we hereby submit this Report.

Continental Holdings Corporation

Convener of the Audit Committee: Jolien Shu

March 5, 2025

## Attachment II

### Comparison Table for the Articles of Incorporation Before and After Revision

Provision after Amendment	Current Provision	Description of Amendment
<p><b>Article 29-1:</b> If the Company makes a profit for the year, the amount equivalent to 0.5% of profits should be appropriated as employee compensation and the amount equivalent to 0.5% or less of profits appropriated as remuneration to directors. However, if the Company has accumulated losses, an equivalent amount should be reserved in advance to make up for losses. The employees of subordinate companies are also entitled to employee compensation.</p> <p><u>For the employee compensation referred to in Paragraph 1, an amount equivalent to 0.1% of the profits should be reserved and paid to non-executive employees.</u></p> <p>The payment method of employee compensation and the remuneration amount for directors is to be resolved by the board of directors with a majority vote at a meeting attended by over two-thirds of directors, and then reported in a shareholders' meeting.</p>	<p><b>Article 29-1:</b> If the Company makes a profit for the year, the amount equivalent to 0.5% of profits should be appropriated as employee compensation and the amount equivalent to 0.5% or less of profits appropriated as remuneration to directors. However, if the Company has accumulated losses, an equivalent amount should be reserved in advance to make up for losses. The employees of subordinate companies are also entitled to employee compensation.</p> <p>The payment method of employee compensation and the remuneration amount for directors <u>referred to in Paragraph 1</u> is to be resolved by the board of directors with a majority vote at a meeting attended by over two-thirds of directors, and then reported in a shareholders' meeting.</p>	<ol style="list-style-type: none"> <li>1. Add Paragraph 3, move the current Paragraph 3 to Paragraph 4, and adjust the text.</li> <li>2. In accordance with the provisions of Paragraph 6, Article 14 of the Securities and Exchange Act as amended on August 7, 2024, companies with their stocks already listed on the TWSE or TPEx are required to specify in their articles of incorporation that a certain percentage of annual profits be appropriated to adjust remuneration or distribute compensation to non-executive employees. Therefore, the percentage of employee compensation paid to non-executive employees is expressly prescribed.</li> </ol>
<p><b>Article 35</b> The Articles of Incorporation were formulated on November 2, 2009. The 1<sup>st</sup> amendment was made on June 29, 2010. The 2<sup>nd</sup> amendment was made on May 25, 2012. The 3<sup>rd</sup> amendment was made on June 6, 2014. The 4<sup>th</sup> amendment was made on May 22, 2015. The 5<sup>th</sup> amendment was made on June 14, 2016. The 6<sup>th</sup> amendment was made on June 12, 2019. The 7<sup>th</sup> amendment was made on July 30, 2021. The 8<sup>th</sup> amendment was made on June 9, 2022. <u>The 9<sup>th</sup> amendment will be made on June 17, 2025.</u> The above amendments were implemented following resolution in a shareholders' meeting.</p>	<p><b>Article 35</b> The Articles of Incorporation were formulated on November 2, 2009. The 1<sup>st</sup> amendment was made on June 29, 2010. The 2<sup>nd</sup> amendment was made on May 25, 2012. The 3<sup>rd</sup> amendment was made on June 6, 2014. The 4<sup>th</sup> amendment was made on May 22, 2015. The 5<sup>th</sup> amendment was made on June 14, 2016. The 6<sup>th</sup> amendment was made on June 12, 2019. The 7<sup>th</sup> amendment was made on July 30, 2021. The 8<sup>th</sup> amendment was made on June 9, 2022. The above amendments were implemented following resolution in a shareholders' meeting.</p>	<p>Coordination of amendments to the Articles of Incorporation.</p>

## Appendix I

### Rules of Procedure for Shareholders' Meetings

#### Article 1. (Legal Basis)

The Company's shareholders meetings, except as otherwise provided by law, regulation, or the Articles of Incorporation, shall be conducted in accordance with the Rules.

#### Article 2. (Sign-in at Shareholders' Meeting and Calculation of Attendance)

Shareholders or their appointed proxies (collectively "Shareholders") should display their attendance cards and submit their sign-in cards in lieu of signing in. The number of shares represented shall include shares exercised by electronic means. Identification documents should also be carried by non-shareholder proxy agents and solicitors with letters of authorization for verification.

The shares of those that fall into one of the following categories have no voting rights so will not count towards the total number of issued shares and represented shares:

- i. Shares held by the Company itself in accordance with the law.
- ii. The shares of the Company that are held by a subordinate company where the majority of voting shares or total equity is held by the Company.
- iii. The shares of the Company that are held by another company where the majority of voting shares or total equity is held directly or indirectly by the Company or its subordinate compan(ies).

#### Article 3. (Convening of Shareholders' Meetings)

If a Shareholders Meeting is convened by the Board of Directors, the meeting shall be chaired by the Chairperson of the Board. When the Chairperson of the Board is on leave or unable to exercise their powers for any reason, the Chairperson shall designate a Director to act as the Chair. If no acting Chair is appointed by the Chairperson, then the Directors shall select one of their number to serve as the Chair.

If a Shareholders' Meeting is convened by a party other than the Board of Directors with the power to convene, the convener should preside as the Chair. When there are two or more such convening parties then they should select a Chair from among themselves.

#### Article 4. (Non-voting Personnel at a Shareholders' Meeting)

The Chair may appoint its attorneys, certified public accountants, or other related personnel to attend a Shareholders' Meeting in a non-voting capacity.

#### Article 5. (Preservation of Order at the Meeting Venue)

The Chair may direct organizers of the Shareholders' Meeting as well as inspectors (or security staff) tasked with maintaining order at the venue to assist with the conduct of the meeting. Such personnel should wear identifying badges or armbands.

#### Article 6. (Holding of Shareholders' Meetings)

The Chair should call the meeting to order at the scheduled time.

However, when the attending shareholders do not represent a majority of the total issued shares, the Chair may announce a postponement, provided that no more than two such postponements with a total duration of no more than one hour, are made. If the quorum is not met after two postponements but attending shareholders represent one third or more of the total issued shares, a tentative resolution may be adopted pursuant to Article 175, Paragraph 1, of the Company Act. All shareholders shall be notified of the tentative resolution and another Shareholders' Meeting shall be convened within one month.

If the attending shareholders represent a majority of total issued shares, the Chair may submit previous tentative resolutions to another vote by shareholders pursuant to Article 174 of the Company Act.

#### Article 7. (Discussion of Proposals)

The agenda of a Shareholders' Meeting shall be set by the Board of Directors. The meeting shall proceed in the order set by the agenda and may not be changed without a resolution of the Shareholders' Meeting.

The Chair may not declare the meeting adjourned before all items on the agenda (including extraordinary motions) have been deliberated upon, except by a resolution of the Shareholders' meeting, or for the general discussion of extraordinary motions.

Once a meeting has been adjourned, attending shareholders shall not elect another Chair and resume the meeting at the same or another venue. In the case that the Chair adjourns the meeting in violation of the Rules, the majority of the attending shareholders shall elect a chairperson to continue with the meeting.

#### Article 8. (Shareholder Proposals)

Any proposals put forward by attending shareholders, or any proposed corrections or alternatives to an existing motion, should be made in writing. With the exception of extraordinary motions, such proposals should also be signed and seconded by another attending shareholder. The shares represented by the proposer and those seconding the motion should amount to at least 0.2% of all issued voting shares.

When there is an amendment or an alternative to a proposal, the Chair shall decide the order in which they will be put to a vote. When any one among them is passed, the other proposals will then be deemed rejected, and no further voting shall be required.

The discussion and voting order for any extraordinary motions proposed at a Shareholders' Meeting shall be left up to the discretion of the chair.

#### Article 9. (Handling of Proposals before Shareholders' Meetings)

If any proposals were made before a Shareholders' Meeting but not included on the agenda, the Board of Directors should state the reason for their non-inclusion in the meeting handbook of the general shareholders' meeting. Such proposals will not be included separately in the agenda or recorded in the meeting minutes.

Shareholder proposals may be included in the agenda of the Shareholders' Meeting after being reviewed by the Board of Directors. Motions of the same type may be merged by the Chair in accordance with Article 8, Paragraph 2.

#### Article 10. (Shareholder Speech)

Attending shareholders who wish to speak during the meeting must fill out a speech note with a summary of their speech, their attendance card number, and their name. The sequence of speeches shall be determined by the Chair.

If an attending shareholder submits a speech note but does not speak then no speech shall be deemed to have been made. If the content of the speech is not consistent with the content of the speech note, then the content of the actual speech shall prevail.

If an attending shareholder has any questions regarding items to be reported on the agenda, they should wait until the entire report has been read or presented by the Chair or the appointed person before speaking. Each person may not speak for more than 2 times and no longer than 5 minutes each time. Speaking time may be extended by 5 minutes with the Chair's permission but no more than once.

The duration and number of speeches that attending shareholders may make for each acknowledgment and discussion on the agenda, and for all motions put forward during the extraordinary motion procedure, shall also be governed by the last paragraph of the preceding section.

The duration and number of speeches that attending shareholders may make for non-motion-related questions and speeches during the extraordinary motion procedure shall be governed by the last paragraph of section 3.

Where a non-shareholder juristic person is appointed by a shareholder to attend a Shareholders' Meeting on their behalf, the juristic person may only appoint one representative to attend and speak during the meeting. If two or more representatives are appointed by the government or a juristic person shareholder, or those attending as the proxy of other shareholders, only one person may be nominated to speak on their behalf.

The Chair may terminate the speech of any attending shareholder if their speech runs overtime or strays from the scope of the motion. If they refuse to stop speaking or impede the meeting procedure in some other manner, the Chair may direct the inspectors (or security staff) to take any necessary measures to preserve the order of the meeting venue, or to allow the meeting to proceed as normal.

When an attending shareholder is speaking, other shareholders may not speak or interrupt them without the consent of the Chair. Any violations should be stopped by the Chair.

After an attending shareholder has spoken, the Chair may respond in person or direct the relevant personnel to respond.

#### Article 11. (Putting Motions to a Vote)

When a motion is under discussion, the Chair may bring discussions to an end at a suitable time. Once discussions have been brought to an end the Chair may immediately put the motion to a vote.

#### Article 12. (Voting on Motions)

Voting on motions is calculated on the basis of shares with each share representing one vote. Except as otherwise provided by law, regulation, or the Articles of Incorporation, a motion is carried if it is supported by a majority of the votes from attending shareholders. Voting for the election of Directors shall be handled in accordance with the Rules for Election of Directors.

Except when shareholders are exercising their opposing vote in writing or electronically to a motion, if the Chair asks for any objections and there are none, then the motion is carried with the same force as if it were put to a vote.

Resolutions should be recorded in the meeting minutes.

#### Article 13. (Vote Monitoring, Vote Counting, Ballot Retention, and Handling of Disputes)

When a motion is put to the vote, the Chair shall appoint two ballot inspectors and a number of ballot counters to carry out the necessary tasks. Ballot inspectors should be shareholders. The votes on each resolution will not be called. The outcomes of the voting should be reported on the spot and recorded. The ballots shall be sealed then signed or stamped by the ballot inspectors before being retained by the Company for safekeeping.

If a shareholder disputes the voting process, counting method, and the validity of the ballots, the ballot inspectors shall record the disputing person's shareholder account number, weighted votes, and the matter being disputed. The record shall then be signed or stamped before being sealed.

Above disputes should be handled by shareholders in accordance with the appropriate legal process. No dispute may be used to obstruct or interfere with the meeting proceedings.

#### Article 14. (Invalid Ballots and their Determination)

Ballots are deemed invalid if ballot inspectors unanimously decide that they fall into one of the following categories:

- (1) Vote was not cast using ballot paper prepared by the Board of Directors.
- (2) Vote was not cast using ballot paper specified by the Chair.
- (3) Blank ballot paper was cast into the ballot box.
- (4) Writing is indistinct, illegible, or has been altered.
- (5) Ballot has been modified or marked with other text or symbols.
- (6) Both for and against are circled.
- (7) Ballot paper has been torn and is no longer intact

#### Article 15. (Recess and Resumption of a Shareholders' Meeting)

The Chair may announce a recess at a suitable time during the meeting. If there is an air-raid alert or some other matter that prevents the meeting from proceeding, the meeting should be adjourned and evacuated immediately. The meeting may resume an hour after the alarm is canceled or the end of the event.

#### Article 16. (Matters Not Specified in these Rules)

The procedures, handling of motions, method of voting, and all other matters relating to Shareholders' Meetings shall be governed by these Rules. The conduct of any matters not covered in these Rules except as otherwise provided by the Company Act, the Securities and Exchange Act, and the Articles of Incorporation, shall be as directed by the Chair.

#### Article 17. (Appendix)

These Rules and any amendments shall take effect after having been approved by a Shareholders' Meeting.

## Appendix II

### Articles of Incorporation

#### Chapter I. General Provisions

- Article 1: The Company is organized in accordance with the provisions of the Business Mergers and Acquisitions Act, Company Act, and other relevant laws and regulations, and is named “Continental Holdings Corporation”.
- Article 2: The business operation of the Company: H201010 Investment .
- Article 3: The Company is engaged in investments and is not subject to the restriction of not having the total investment amount exceeding 40% of the paid-in capital according to the Company Act.
- Article 4: The Company may make guarantees externally for business operation or investment needs.
- Article 5: The Company has a head office set up in Taipei City, and may set up branches or offices, when necessary, according to resolution of the board of directors (the “board”).
- Article 6: The Company will make announcements in accordance with the Company Act.

#### Chapter II. Shares

- Article 7: The total authorized capital stock of the Company is NT\$10 billion with 1 billion shares issued at NT\$10 per share with the board authorized to make multiple issuances.
- Article 8: The Company’s stock shares are ordered, coded, and signed or stamped by three or more directors, and are issued after being certified by the competent authority or its authorized issuance agency. The Company is exempted from printing certificates for the shares issued; when new shares are issued, the certificates for the total number of shares issued may be printed collectively, provided that the centralized securities depository institution be contacted for registration or custody.
- Article 9: The shareholders of the Company shall handle share transfers, entitlements, replacements or reporting of loss of seals, and other stock affair matters, unless otherwise stipulated by law and securities regulations, in accordance with the Regulations Governing the Administration of Shareholder Services of Public Companies.
- Article 10: Entries in the shareholders’ roster shall not be altered within 60 days prior to the convening date of a regular shareholders’ meeting, or within 30 days prior to the convening date of a special shareholders’ meeting, or within five days prior to the target date fixed by the Company for the distribution of dividends, bonus, or other benefits.

#### Chapter III. Shareholders’ Meetings

- Article 11: Shareholders’ meetings include both regular shareholders’ meetings to be held at least once a year and convened by the board within six months of the end of the fiscal year, and special shareholders’ meetings to be held when necessary.
- Shareholders should be informed of regular shareholders’ meetings 30 days in advance, and special shareholders’ meetings 15 days in advance. Meeting convening notices to be given by an issuer to shareholders who own less than 1,000 common stock shares may be issued in the form of a public announcement.
- Article 12: Shareholders who cannot attend a shareholders’ meeting for any reason may appoint a proxy to attend the meeting by providing the proxy with a signed and sealed form issued by the Company outlining the scope of the proxy’s authorization.
- Article 12-1: The Company may hold a shareholders’ meeting by video conference or other method announced by the competent authority.
- The Company shall ensure that any shareholders’ meeting held via video conference be handled in accordance with the relevant laws and regulations and the Company’s Rules of Procedure for Shareholders’ Meetings.

- Article 13: The Chairperson shall chair shareholders' meetings. When the Chairperson is on leave or cannot exercise his/her power for any reason, the Chairperson shall appoint one director to act in his/her place. Where the Chairperson does not appointment such person, the directors shall select from among themselves one person to serve as the Chairperson.
- Article 14: The Company's shareholders are entitled to one vote for each share in their possession, unless otherwise provided for by relevant laws and regulations.
- Article 15: Resolutions reached during Company shareholders' meetings shall, unless otherwise provided for by relevant laws and regulations, be adopted by a majority vote of the shareholders present representing more than one-half of the total number of voting shares.
- Article 16: The minutes of shareholders' meetings shall record the date and place of the meeting, resolutions, name of the chairperson, method of adopting resolutions, and number of shares represented by attending shareholders. The minutes of meetings shall be affixed with the signature or seal of the Chairperson of the meeting and distributed to all shareholders of the Company within 20 days after the close of the meeting. The aforementioned minutes of shareholders' meetings can be prepared in electronic form and distributed or announced accordingly.
- The minutes of shareholders' meetings together with the attendance registry and the powers of attorney of the proxies shall be kept within the Company for a period stipulated by the Company Act or other relevant laws and regulations.

#### Chapter IV. Directors

- Article 17: The Company has authorized the board to determine the actual seats of directors according to the quorum of five to seven directors. The candidate nomination system is adopted in accordance with Article 192-1 of the Company Act for shareholders to elect directors from among the nominees listed in the roster of director candidates. Candidate nominations, announcements, and other relevant matters are to be processed in accordance with the provisions of the Securities and Exchange Act. Directors are elected for a three-year term and are eligible for re-election. The total number of the Company's ordered shares held by all directors shall comply with the requirements of the competent securities authority.
- When electing directors during a shareholders' meeting, each share holds voting rights equal to the directors to be elected, and may be cast for a single candidate or split among multiple candidates. The candidate for whom the ballots cast represent the majority of votes shall be deemed an elected director.
- Article 18: The Company shall have three independent directors appointed among the directors stated in the preceding paragraph for a three-year term.
- Independent directors and non-independent directors are elected at the same time with the elected seats counted separately.
- The professional qualifications, restrictions on both shareholding and concurrent positions held, determination of independence, method of nomination and election, exercise of power, and other requirements with regard to independent directors shall be processed in accordance with the Securities and Exchange Act.
- Article 18-1: The Company has an Audit Committee formed with the entire number of independent directors in accordance with Article 14-4 of the Securities and Exchange Act. The powers and functions and relevant matters are regulated in accordance with the Securities and Exchange Act or other relevant laws and regulations.
- Article 19: When the number of directors falls below the quorum by one-third or all independent directors are dismissed, the board shall convene a special shareholders' meeting within 60 days as stipulated by the law to hold a by-election to fill the vacancies.
- Article 20: The board is organized by all directors to exercise its entrusted functions and powers. The Chairperson of the board is elected from among directors lawfully to represent the Company externally.

- Article 21: Board meetings are to be convened by the Chairperson with the reasons for convening the meeting forwarded to all directors seven days in advance. A board meeting may be convened at any time in the event of an emergency.
- The aforementioned meeting notice can be issued in writing, by fax, or in electronic form.
- Article 22: The Chairperson of the board shall chair the board meeting in session. However, when the Chairperson requests leave or is unable to exercise his/her powers for any reason, he/she shall designate a director to chair the meeting. If the Chairperson does not designate a director to chair the board meeting, the directors shall recommend one person to act as chairperson. All directors shall attend board meetings in person. If a board meeting is held by video conference, the directors who participate in the meeting by video conference shall be deemed to have attended the meeting in person. If a director is unable to attend the board meeting for some reason, he/she may entrust another director to attend the meeting as his/her proxy and shall issue a power of attorney for each of such occasions and list the scope of authorization in that capacity.
- The aforementioned proxy is limited to one person only.
- Article 23: (Deleted)
- Article 24: The board is responsible for the operation and management of the Company, except for matters that are to be resolved by a shareholders' meeting according to relevant laws and regulations or the Articles of Incorporation.
- Article 25: Resolutions reached by the board shall, unless otherwise provided by relevant laws and regulations, be adopted by a majority vote of the board directors present representing more than one-half of the total number of directors.
- Article 26: The board is authorized to determine the remuneration of directors based on their engagement and contribution to business operations of the Company and by referring to industry standards.
- The board may submit travel or attendance expenses for reimbursement up to an amount to be determined by the board.
- Article 27: The board may set up functional committees with specified supervisory functions and reinforced management mechanisms. The regulations of such functional committees are to be stipulated by the board.
- The Company may acquire liability insurance for directors within the scope of their responsibilities during their term of office.

## Chapter V. Managerial Officials

- Article 28: The Company may have one chief executive officer and several managerial officers appointed to serve. The chief executive officer is responsible for business operations of the Company in accordance with resolutions of the board, and may be appointed and dismissed by decision of the board.
- The managerial officers stated in the preceding paragraph must obtain the signature of the person authorized by the board or a written authorization paper with the corporate seal affixed when issuing endorsements/guarantees, signing contracts, and signing checks personally.

## Chapter VI. Accounting

- Article 29: The Company's fiscal year for the final account is from January 1 to December 31.
- Article 29-1: If the Company makes a profit for the year, the amount equivalent to 0.5% of profits should be appropriated as employee compensation and the amount equivalent to 0.5% or less of profits appropriated as remuneration to directors. However, if the Company has accumulated losses, an equivalent amount should be reserved in advance to make up for the losses.
- The employees of subordinate companies are also entitled to employee compensation.
- The payment method of employee compensation and the remuneration for directors referred to in Paragraph 1 is to be resolved by the board with a majority vote at a meeting attended by over two-thirds of directors and then reported in a shareholders' meeting.



- Article 30: The board shall prepare the following reports at the end of each fiscal year for presentation in a shareholders' meeting for resolution in accordance with statutory procedures:
1. Business report;
  2. Financial statements; and
  3. The earning distribution or loss off-setting proposals.
- Article 31: If there are earnings in the Company's annual final accounts following payment of all taxes, covering of cumulative losses, appropriation of the 10% legal reserve, and appropriation or reverse of the special reserve in accordance with Article 41 of the Securities and Exchange Act and other relevant laws and regulations in that order, any remaining amount plus unappropriated earnings at the beginning of the year are the distributable amount available for the earnings distribution proposal. However, if there is no cumulative loss at the beginning of the year, shareholder dividends should be appropriated of an amount not less than 30% of net income.
- The total cash dividends distributed in the aforementioned earnings distribution proposal may not be less than 30% of the total shareholder dividend distributed.
- The earnings distribution in Paragraph 1 with new shares issued is to be proposed by the board and resolved in a shareholders' meeting in advance. The earnings distribution in Paragraph 1 with cash paid is to be resolved by the board with a majority vote at a meeting attended by over two-thirds of the directors and reported during a shareholders' meeting.
- If the Company is without cumulative loss, the legal reserve plus the total or partial paid-in capital as defined in Article 241, paragraph 1 of the Company Act are to be distributed to shareholders proportionally to their initial shareholdings in cash according to the resolutions reached by the board with a majority vote at a meeting attended by over two-thirds of the directors and reported during a shareholders' meeting.
- Article 32: A resolution can be reached in a shareholders' meeting to stop the appropriation of legal reserve when the cumulative amount equals the paid-capital amount.

## Chapter VII. Other

- Article 33: Any matters not fully addressed in the Articles of Incorporation shall be handled in accordance with the Company Act.
- Article 34: (Deleted)
- Article 35: The Articles of Incorporation were formulated on November 2, 2009. The 1st amendment was made on June 29, 2010. The 2nd amendment was made on May 25, 2012. The 3rd amendment was made on June 6, 2014. The 4th amendment was made on May 22, 2015. The 5th amendment was made on June 14, 2016. The 6th amendment was made on June 12, 2019. The 7th amendment was made on July 30, 2021. The 8th amendment was made on June 9, 2022. The above amendments were implemented following resolution in a shareholders' meeting.

## Appendix III

### Continental Holdings Corporation: Shareholdings of All Directors

Minimum shareholding requirement of All Directors	Shareholding as of 2025.4.19
26,342,911	269,780,867

Title	Name	Shareholding as of 2025.4.19
Chairman	Ms. Nita Ing Representative of Wei-Dar Development Co., Ltd	206,025,200
Director	Ms. Helena Kuo Representative of Wei-Dar Development Co., Ltd	
Director	Mr. John Huang Representative of Han-De Construction Co., Ltd.	63,755,667
Director	Mr. Hsiung Chiang Representative of Han-De Construction Co., Ltd.	
Independent Director	Mr. Frank Juang	0
Independent Director	Ms. Jolien Shu	0
Independent Director	Ms. Wilma Wei	0
Total Directors' shareholding		269,780,867

