

Sunfon Construction Co., Ltd.

Minutes of the 2024 Annual General Meeting of Shareholders

2024 Annual Shareholders' Meeting Minutes

(Translation)

- Time and Date: 9:00 A.M., May 23 (Thursday), 2024
- Location: 2F, No. 99, Fuxing N. Rd., Songshan Dist., Taipei City (Primasia Conference & Business Center, Conference Room 208)
- The total number of shares present in person or by Proxy in the 2024 Annual General Meeting was 179,170,324 shares accounting for 86.32% of the company's total issued shares of 207,546,310 shares (excluding 8,679,220 shares without voting rights in accordance with Article 180 of the Company Law).
- Directors Present: Lin I-Wei, Chuang Yu-Te, Jean Jyi-Dean, Huang Cheng-Yuan, Lin Wen-Fang, Wu Chen-Chi.
- Others: EY - Yang Chih-Huei Accountants
- Chairman: Lin I-Wei Recorder: Shih Shu-Ying

[Report Items]

- 2023 Business Report.
- 2023 Audit Committee's Review Report.
- Report on 2023 distribution of remunerations of employees and directors.

[Ratification Items]

Case 1 Proposed by the Board of Directors

Reason: 2023 business report and financial statements, proposed for ratification.

Description:

- The Company's 2023 financial statements, including the consolidated balance sheet, consolidated statements of comprehensive income, consolidated statements of changes in equity, and consolidated cash flow statements as well as the 2023 parent only financial statements, have not only been reviewed by the Audit Committee, but were also audited and attested by Yang, Chih-Huei and Hsu, Hsin-Min, CPAs of EY.
- For the preceding financial statements, please refer to pages 27-42 of this Handbook.

Resolution: The above proposal be and hereby was adopted as proposed.

Voting Results	% of the total represented share present
Votes For:	179,084,652 votes 99.95%
Votes Against:	15,005 votes 0.00%
Votes Invalid:	None 0.00%
Votes Abstained:	70,667 votes 0.03%

Case 2 Proposed by the Board of Directors

Reason: Motion for the 2023 earnings distribution, proposed for ratification.

Description:

- The Company's net profit after tax for 2023 was NT\$28,934,869. It is proposed that the undistributed earnings of NT\$108,112,770 will be distributed in stock dividends at NT\$0.5 per share, i.e., NTD\$50 per every 1,000 shares. The Board of Directors is authorized to set the basis for dividend distribution after the resolution is adopted at the shareholders' meeting.
- For the 2023 earnings distribution table, please refer to page 43 of this Handbook.

Resolution: The above proposal be and hereby was adopted as proposed.

Voting Results	% of the total represented share present
Votes For:	179,084,648 votes 99.95%
Votes Against:	15,004 votes 0.00%
Votes Invalid:	None 0.00%
Votes Abstained:	70,672 votes 0.03%

[Discussion Matters]

Case 1 Proposed by the Board of Directors

Reason: Motion for issuing new shares by transferring capital from surplus, please review.

Description

- I. As a means to raise working capital and for future business development, the Company proposes to allocate NT\$108,112,770 of common stock dividends from distributable earnings for 2023 to increase capital. A total of 10,811,277 new shares with a par value of NT\$10 per share is expected to be issued.
- II. After the shareholders meeting has passed the issue of new shares and it has been approved by the competent authorities, the base date for distribution of shares will be set. Based on shares held by the shareholder as recorded in the register on the base date, 50 shares per 1000 shares shall be allocated. If shares are less than one full share, shareholders are to register to consolidate the shares into one share within five days from the date of the suspension of stock transfer. If the shares are not consolidated or still not enough after five days, as stipulated in Article 240 of the Company Act, shares less than one full share shall be distributed in cash. The shares are authorized to be purchased at the par value by the chairperson of the board of directors from certain persons.
- III. Regarding the new stock issued for capital increase, the rights and obligations are the same as the originally issued common stock.
- IV. If the Company's capital stock changes prior to the base date of capital increase and affects the total number of outstanding shares resulting in changes in the stock distribution ratio of shareholders, it has been proposed that the shareholders meeting authorize the chairperson of the board of directors to have full rights regarding adjustment.
- V. The chairperson of the board of directors is authorized to handle matters not covered in this motion for capital increase due to changes in law or approval by the competent authorities.

Resolution: The above proposal be and hereby was adopted as proposed.

Voting Results	% of the total represented share present
Votes For:	179,081,340 votes 99.95%
Votes Against:	18,321 votes 0.01%
Votes Invalid:	None 0.00%
Votes Abstained:	70,663 votes 0.03%

Case 2 Proposed by the Board of Directors

Reason: Amendments to the Articles of Incorporation, please review.

Description: The Company's Articles of Incorporation has been amended stating that one Vice Chairperson is to be appointed. The comparison table of the amended provisions is as follows:

Comparison Table of Amendments to the Articles of Incorporation

Original Article	Amended Article	Reason for Amendment
Article 18: The directors shall organize a board of directors and shall elect a chairperson of the board of directors from among the directors by a majority vote at a meeting attended by over two-thirds of the directors. The chairperson represents the Company externally.	Article 18: At the Board of Directors' meeting, a chairperson may be elected from among the directors by a majority of the directors present at a meeting attended by more than two-thirds of the directors. A <u>vice chairperson may also be elected by the directors in the same manner.</u> The chairperson is the representative of the Company externally.	One new vice chairperson may be added.
Article 28: These Articles were formulated on January 11, 1988; the 1st amendments were made on June 1, 1989...; the 23rd amendments were made on July 23, 2021; and the 24th amendments were made on May 26, 2022.	Article 28: These Articles were formulated on January 11, 1988; the 1st amendments were made on June 1, 1989...; the 23rd amendments were made on July 23, 2021; the 24th amendments were made on May 26, 2022; and <u>the 25th amendments were made on May 23, 2024.</u>	

Resolution: The above proposal be and hereby was adopted as proposed.

Voting Results	% of the total represented share present
Votes For:	179,084,515 votes 99.95%
Votes Against:	15,147 votes 0.00%
Votes Invalid:	None 0.00%
Votes Abstained:	70,662 votes 0.03%

Case 3 Proposed by the Board of Directors

Reason: Amendments to the Rules of Procedure for Shareholders Meetings, please review.

Description: The Rules of Procedure for Shareholder Meetings of OO Co., Ltd. has been amended in accordance with the "Rules of Procedure for Shareholder Meetings of OO Co., Ltd." promulgated by the competent authority. The comparison table of the amended provisions is as follows:

Comparison Table of Amendments to the Rules of Procedure for Shareholders Meetings

Original Article	Amended Article	Reason for Amendment
I. The Rules of Procedure for the Company's shareholders' meetings, except as otherwise provided by law or regulation, shall be as provided in these Rules.	I. The Rules of Procedure for the Company's shareholders' meetings, except as otherwise provided by law or regulation, shall be as provided in these Rules. <u>Any change of the means for convening of a shareholders' meeting shall be resolved by the Board of Directors. The change shall be made at the latest prior to sending a letter of notification of shareholders' meeting.</u> <u>The Company shall state the following in the notice of convening of a virtual shareholders meeting</u> 1. <u>How shareholders attend the virtual meeting and exercise their rights.</u> 2. <u>The handling method in case of failure of the virtual meeting platform or participants through virtual meeting due to natural disasters, accidents or other force majeure events.</u>	The Company has added relevant matters in accordance with the "Rules of Procedure for Shareholder Meetings of OO Co., Ltd." promulgated by the competent authority and in accordance with Article 172-2 of the Company Act that virtual shareholders' meetings may be adopted by public companies.
II. The Company shall furnish the attending shareholders with an attendance book to sign, or attending shareholders may hand in a sign-in card in lieu of signing in. The number of shares in attendance shall be calculated according to the shares indicated by the <u>attendance book or sign-in cards</u> handed in.	II. <u>Shareholders should register for the shareholders' meeting at least 30 minutes before the meeting starts. For virtual shareholders' meetings, shareholders may begin to register on the virtual meeting platform 30 minutes before the meeting starts. Shareholders completing registration will be deemed as attending the shareholders' meeting in person.</u> <u>The Company shall upload the number of shares, agenda handbook, annual report and supplementary information of the meeting by correspondence or electronic means to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.</u> The Company shall furnish the attending shareholders with an attendance book to sign, or attending shareholders may hand in a sign-in card in lieu of signing in. <u>In the event of a virtual shareholders' meeting, shareholders intending to attend the virtual shareholders' meeting shall register with the Company two days before the shareholders' meeting.</u> The number of shares represented shall be calculated based on the sign-in cards handed in <u>and the number of shares registered via the virtual shareholders' meeting platform, plus the number of shares exercising voting rights by</u>	In the event of a virtual shareholders' meeting, the Company shall begin to take register and upload meeting-related materials to the virtual meeting platform at least 30 minutes before the meeting starts. Shareholders intending to attend the virtual shareholders' meeting shall register with the Company two days before the shareholders' meeting.

Original Article	Amended Article	Reason for Amendment
<p>III. Attendance and voting at shareholders' meetings shall be calculated based on numbers of shares.</p>	<p><u>correspondence or electronic means .</u></p> <p>III. Attendance and voting at shareholders' meetings shall be calculated based on numbers of shares. <u>For each shareholders' meeting, a shareholder may appoint a proxy to attend the meeting by providing the proxy form issued by the Company and stating the scope of the proxy's authorization.</u> <u>A shareholder may issue only one proxy form and appoint only one proxy for any given shareholders' meeting, and shall deliver the proxy form to the Company five days before the date of the shareholders' meeting. When duplicate proxy forms are delivered, the one received earliest shall prevail, unless a declaration is made to cancel the previous proxy appointment.</u> <u>After a shareholder has exercised voting rights by correspondence or electronic means, in the case of shareholders intending to attend the shareholders' meeting in person or online, a written declaration of intent to retract the voting rights already exercised shall be made known to the Company, by the same means by which the voting rights were exercised, two business days before the date of the shareholders' meeting. If the notice of retraction is submitted after that time by a proxy form, the voting rights already exercised by correspondence or electronic means shall prevail.</u></p>	<p>Paragraphs 2 and 3 have been added to accommodate the requirements regarding the delivery time of the proxy form, the use or revocation of the proxy form, and the exercise of voting rights.</p>
<p>IV. The venue for a shareholders meeting shall be on the premises of the Company, or a place easily accessible to shareholders and suitable for a shareholders meeting. The meeting may begin no earlier than 9 a.m. and no later than 3 p.m.</p>	<p>IV. The venue for a shareholders meeting shall be on the premises of the Company, or a place easily accessible to shareholders and suitable for a shareholders meeting. The meeting may begin no earlier than 9 a.m. and no later than 3 p.m. <u>The restrictions on the place of the meeting shall not apply when the Company convenes a virtual shareholders' meeting.</u></p>	<p>Paragraph 2 has been added to accommodate the requirement that the restriction on the place of the meeting shall not apply when the Company convenes a virtual shareholders' meeting.</p>
<p>VII. The Company shall make an audio and video recording of the entire shareholders meeting and the recorded materials shall be retained for at least one year.</p>	<p>VII. The Company shall make an audio and video recording of the entire shareholders meeting and the recorded materials shall be retained for at least one year. <u>If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.</u> <u>Where a shareholders' meeting is held online, the Company shall keep records of shareholder registration, sign-in, check-in, questions raised, votes cast and results of votes counted by the Company, and continuously audio and video record, without interruption, the proceedings of the virtual meeting from beginning to end.</u></p>	<p>Paragraph 2 has been added</p>
<p>VIII. The chair shall call the meeting to order at the appointed meeting time and disclose information concerning the number of nonvoting shares and the number of shares represented by shareholders attending the meeting. However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided</p>	<p>VIII. The chair shall call the meeting to order at the appointed meeting time and disclose information concerning the number of nonvoting shares and the number of shares represented by shareholders attending the meeting. However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no</p>	<p>In the event the Company's shareholders' meeting is held by way of virtual shareholder's meeting, if the chairman announces meeting adjourned,</p>

Original Article	Amended Article	Reason for Amendment
<p>that no more than two such postponements, for a combined total of no more than 1 hour, may be made. If the quorum is not met after two postponements, 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.</p> <p>When, prior to conclusion of the meeting, the attending shareholders represent a majority of the total number of issued shares, the chair may resubmit the tentative resolution for a vote by the shareholders' meeting pursuant to Article 174 of the Company Act.</p>	<p>more than two such postponements, for a combined total of no more than 1 hour, may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the chair shall declare the meeting adjourned. In the event of a virtual shareholders' meeting, the Company shall also declare the meeting adjourned on the virtual meeting platform.</p> <p><u>If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Paragraph 1, Article 175 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders' meeting shall be convened within one month. In the event of a virtual shareholders' meeting, shareholders intending to attend the meeting online shall re-register to the Company in accordance with Article 2.</u></p> <p>When, prior to conclusion of the meeting, the attending shareholders represent a majority of the total number of issued shares, the chair may resubmit the tentative resolution for a vote by the shareholders' meeting pursuant to Article 174 of the Company Act.</p>	<p>the Company shall announce the adjournment of the virtual shareholders' meeting platform to notify shareholders immediately.</p> <p>Where a shareholders' meeting is convened by tentative resolution, shareholders wishing to attend the meeting online shall re-register with the Company.</p>
<p>XIII. After an attending shareholder has spoken, the chair may respond in person or direct relevant personnel to respond.</p>	<p>XIII. After an attending shareholder has spoken, the chair may respond in person or direct relevant personnel to respond.</p> <p><u>Where a virtual shareholders' meeting is convened, shareholders attending the virtual meeting online may raise questions in writing at the virtual meeting platform from the chair declaring the meeting open until the chair declaring the meeting adjourned. No more than two questions for the same proposal may be raised. Each question shall contain no more than 200 words.</u></p>	<p>To accommodate the addition of Paragraph 2 that when a virtual shareholders' meeting is convened, shareholders attending the virtual meeting online may raise questions in writing at the virtual meeting platform from the chair declaring the meeting open until the chair declaring the meeting adjourned. No more than two questions for the same proposal may be raised. Each question shall contain no more than 200 words.</p>
<p>XV. Vote monitoring and counting personnel for a vote on a proposal shall be appointed by the chair, provided that all monitoring personnel shall be shareholders of the Company. The voting results shall be announced on-site immediately, and a record shall be made of the vote. The announcement of the voting results of an election shall include the names of those elected and the numbers of votes with which they were elected, and the names of directors not elected and number of votes they received.</p>	<p>XV. Vote monitoring and counting personnel for a vote on a proposal shall be appointed by the chair, provided that all monitoring personnel shall be shareholders of the Company. The voting results shall be announced on-site immediately, and a record shall be made of the vote. The announcement of the voting results of an election shall include the names of those elected and the numbers of votes with which they were elected, and the names of directors not elected and number of votes they received.</p> <p><u>When a virtual shareholders' meeting is convened, the votes shall be counted once and</u></p>	<p>To accommodate the addition of Paragraph 2 that when a virtual shareholders' meeting is convened, the votes shall be counted once and the voting results of each proposal and the election shall be announced and immediately disclosed on the virtual</p>

Original Article	Amended Article	Reason for Amendment
	<u>the voting results of each proposal and the election shall be announced and immediately disclosed on the virtual shareholders' meeting platform.</u>	shareholders' meeting platform.
XXII. These Rules were formulated on June 20, 1990; the 1st amendments were made on May 29, 1999; the 2nd amendments were made on May 30, 2002; and the 3rd amendments were may on July 23, 2021.	XXII. These Rules were formulated on June 20, 1990; the 1st amendments were made on May 29, 1999; the 2nd amendments were made on May 30, 2002; the 3rd amendments were may on July 23, 2021; <u>and the 4th amendments were may on May 23, 2024.</u>	

Resolution: The above proposal be and hereby was adopted as proposed.

Voting Results	% of the total represented share present
Votes For:	179,083,241 votes 99.95%
Votes Against:	16,567 votes 0.00%
Votes Invalid:	None 0.00%
Votes Abstained:	70,516 votes 0.03%

[Election Matters]

Reason: Motion for the election of 7 directors (including 3 independent directors) for the Company's 13th board. Please proceed.

(Proposed by the Board of Directors)

Description:

- I. The Company shall have 7 to 9 directors (including 3 independent directors) who shall serve a term of 3 years; they may be eligible for re-election. Directors are elected by the shareholders meeting from among persons with capacity or their representatives as required by the Company's Articles of Incorporation.
- II. This motion for the election of 7 directors (including 3 independent directors) was approved by resolution of the Company's 12th board at the 14th meeting. The new directors and independent directors will take office after this annual general meeting for a term of 3 years from May 23, 2024, to May 22, 2027. The originally appointed directors and supervisors will be relieved of their duties after this Annual General Meeting.
- III. For the Company's director candidate list, please refer to page 24 of this Handbook.

Resolution result:

Title	Name	Number of election rights
Director	Don Tai Development Co., Ltd.	361,784,519
Director	Golden Plaza Cultural & Education Foundation	333,027,206
Director	Yo-Li Investment Co., Ltd.	330,255,204
Director	Hong Ding Investment Co., Ltd.	222,415,202
Independent Director	Yen, Kuo-Lung	1,780,561
Independent Director	Ke, Pai-Ling	1,780,186
Independent Director	Wu, Chen-Chi	1,631,216

[Other Motions]

Reason: Motion for the lifting of competition restrictions for the Company's 13th Board and its representatives, please review.

(Proposed by the Board of Directors)

Description:

- I. As stipulated in Article 209 of the Company Act, a director who does anything for themselves 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 approval. Proposal for the lifting of competition restrictions for new directors and their representatives.
- II. Contents for the lifting of competition restrictions for new directors are as follows:

Title	Name	Concurrent positions held in the Company
Director	Don Tai Development Co., Ltd. Designated Representative: Hung, Ping-Yao	None
Director	Yo-Li Investment Co., Ltd. Appointed Representative: Lin, Yi-Wei	Chairperson, Yi Fu Investment Co., Ltd. Chairperson, Trans-idea Educational Laboratory Co., Ltd.
Director	Golden Plaza Cultural & Education Foundation Representative: Hung, Yi-Ching	Representative appointed by corporate director of Long Da Construction & Development
Director	Hong Ding Investment Co., Ltd. Representative: Chen, Teh-Fong	None
Independent Director	Yen, Kuo-Lung	CPA, Answer CPAs Firm Independent Director, Nichidenbo Corporation Independent Director, Win Win Precision Technology Co., Ltd.
Independent Director	Ke, Pai-Ling	Attorney, Ming Li Attorneys-at-Law Independent Director, Tachan Securities Co., Ltd.
Independent Director	Wu, Chen-Chi	None

Resolution: The above proposal be and hereby was adopted as proposed.

Voting Results	% of the total represented share present
Votes For:	179,075,569 votes 99.94%
Votes Against:	23,642 votes 0.01%
Votes Invalid:	None 0.00%
Votes Abstained:	71,113 votes 0.03%

[Extraordinary Motions] : None

Adjournment: This meeting is closed at 10:30 am