



# 2025 ANNUAL SHAREHOLDERS' MEETING MEETING AGENDA

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Time | 09:00 a.m. on Friday, June 27, 2025

Venue | 2F, No. 327, Sec. 1, Tiding Blvd., Neihu District, Taipei City (LILY Conference - Liren Hall)



# Table of Contents

	<u>Page</u>
Meeting Procedure .....	1
Meeting Agenda.....	2
Report Items .....	3
Ratification .....	5
Discussion .....	6
Election .....	9
Others .....	9
Extraordinary Motions .....	9
 Attachments	
I. Business Report of 2024 .....	10
II. 2024 Audit Committee's Review Report .....	13
III. Report on the Implementation Status of the 2024 Sound Operation Plan .....	14
IV. Independent Auditors' Report and Financial Statements (Including consolidated financial statements) of 2024 .....	15
V. Comparison Table of Amendments to the "Articles of Incorporation" of the Company .....	33
VI. Comparison Table of Amendments to the "Operational Procedures for Loaning Funds to Others and Endorsement/Guarantee" .....	35
VII. Evaluation Information on the Construction Project Contract to be Signed with the Related Party .....	37
VIII. Evaluation Information on the Joint Construction Contracts to be Signed with the Related Party .....	42
IX. List of Independent Director Candidates .....	44
X. Table of lifting of non-competition restrictions of independent director candidates .....	45
 Appendices	
I. Articles of Incorporation (Before Amendments) .....	46
II. Operational Procedures for Loaning Funds to Others and Endorsements/Guarantees (Before Amendments) .....	53
III. Regulations Governing the Election of Directors and Independent Directors .....	63
IV. Rules of Procedure for Shareholders' Meeting .....	65
V. Shareholding of Directors .....	75

# Better Life Group Co., Ltd.

## Procedure for the 2025 Annual Shareholders' Meeting

- I. Call the Meeting to Order
- II. Chairperson Remarks
- III. Report Items
- IV. Ratification
- V. Discussion
- VI. Election
- VII. Others
- VIII. Extraordinary Motions
- IX. Adjournment

# Better Life Group Co., Ltd.

## Meeting Agenda for the 2025 Annual Shareholders' Meeting

Time: 09:00 a.m. on Friday, June 27, 2025

Venue: 2F, No. 327, Sec. 1, Tiding Blvd., Neihu District, Taipei City  
(LILY Conference - Liren Hall)

Meeting Type: Physical Shareholders Meeting

- I. Call the Meeting to Order
- II. Chairperson Remarks
- III. Report Items
  1. 2024 Business Report.
  2. 2024 Audit Report by the Audit Committee.
  3. 2024 Implementation of Sound Operation Plan Report.
  4. 2024 Employee remuneration and Directors' remuneration distribution Report.
  5. 2024 Report of Private Placement of Common Shares Status.
  6. Report on 2024 Authorized Transactions with Related Parties.
- IV. Ratification
  1. 2024 Business Report and Financial Statement.
  2. 2024 Annual Surplus Distribution Proposal.
- V. Discussion
  1. To amend the "Articles of Incorporation".
  2. To amend the "Operational Procedures for Loaning Funds to Others and Endorsements/Guarantees".
  3. Motion to Authorize for Construction Project Contracts to be Signed with the Related Party.
  4. Motion to Authorize for Joint Construction Contract to be Signed with the Related Party.
- VI. Election:

Proposal for the election of one additional independent director.
- VII. Others:

Proposal of lifting the non-competition clauses of newly-elected directors.
- VIII. Extraordinary Motions
- IX. Adjournment

## **【Report Items】**

### **I. 2024 Business Report.**

Explanation: The 2024 Business Report is provided in Attachment I on pages 10 to 12 of this handbook.

### **II. 2024 Audit Report by the Audit Committee.**

Explanation: The 2024 Audit Committee's Audit Report is provided in Attachment II on page 13 of this handbook.

### **III. 2024 Implementation of Sound Operation Plan Report.**

Explanation: The Implementation Status of the 2024 Sound Operation Plan is provided in Attachment III on page 14 of this handbook.

### **IV. 2024 Employee remuneration and Directors' remuneration distribution Report.**

Explanation: Pursuant to Article 30 of the Company's Articles of Incorporation, at least 4% of the current year's pre-tax net income, before deducting employee and director remuneration, shall be allocated as employee remuneration, and no more than 4% shall be allocated as director and supervisor remuneration. According to the Company's 2024 profitability, it is proposed to allocate 4% of the pre-tax net income, amounting to NT\$1,577,310, as employee remuneration, and NT\$0 as director remuneration. The remuneration will be distributed in cash.

## V. 2024 Report of Private Placement of Common Shares Status.

Explanation: The Company's 2024 Annual Shareholders' Meeting approved a private placement of common shares within a limit of 50 million shares. As of May 2, 2025, the one-year period has expired without execution. The unexecuted portion will no longer be carried out.

## VI. Report on 2024 Authorized Transactions with Related Parties.

Explanation: The following is a summary of the Company's transactions with related parties during the year, which the Company's Board of Directors has approved in the most recent Annual Shareholders' Meeting:

### (I) Purchase of land held for construction site - Executed

Estimated Transaction Counterparties	Nature	Case	Authorized Transaction Amount	Executed Transaction Amount
Puyuan Development Co.,Ltd.	Purchase of land held for construction site	Zhongyun Section (Note)	Not more than NT\$226,697 thousand	NT\$226,690 thousand

(Note 1) Refers to the purchase of a 1/2 land holding of construction land at Lot Nos. 187 and 190, Zhongyun Section, Zhongli District, Taoyuan City and jointly invested with them in the construction of this project.

### (II) Execution of Construction and Joint Development Agreements – Not Yet Executed

【 Hwa Ya Section 】 The construction agreement and the joint development agreement for the 【 Zhengyi Section 】 in Zhongshan District, Taipei City have not yet been signed, as certain contract details remain to be confirmed or require adjustments.

## 【Ratification】

Proposal 1: proposed by the board of directors

Cause: 2024 Business Report and Financial Statements.

Explanation:

- (I) The Company's 2024 parent company only financial statements and consolidated financial statements have been audited by CPA Pan, Chun-Ming and CPA Chen, Tsung-Che of KPMG Taiwan.
- (II) For the business report, the independent auditors' audit reports and the aforesaid financial statements, please refer to Attachment I on pages 10-12 and Attachment IV on pages 15-32 of this handbook.

Resolution:

Proposal 2: proposed by the board of directors

Cause: 2024 Annual Surplus Distribution Proposal.

Explanation:

- (I) The Company's Annual Surplus Distribution Table for 2024 is as follows:

Better Life Group Co., Ltd.  
2024 Annual Surplus Distribution Table

Unit: NTD

Item	Amount
Undistributed earnings at the beginning of the period	(273,302,296)
Add: Net income before tax for the period	300,955,794
Less: Legal reserve	(2,765,350)
Undistributed earnings at the end of the period	24,888,148

Board Chairperson: Lin, Jui-Shan Manager: Huang, Wen-Cheng Accounting Manager: Huang, Wen-Cheng

- (II) Considering the Company's operational plans and future capital requirements, no dividends are proposed for distribution.

Resolution:

## 【Discussion】

Proposal 1: Proposed by the board of directors

Cause: To amend the "Articles of Incorporation".

Explanation:

- (I) In response to the Financial Supervisory Commission's announcement regarding Article 14, Paragraph 6 of the Securities and Exchange Act, the Company proposes to amend its Articles of Incorporation accordingly.
- (II) For the comparison table of amendments, please refer to Attachment V on page 33 of this handbook.

Resolution:

Proposal 2: Proposed by the board of directors

Cause: To amend the "Operational Procedures for Loaning Funds to Others and Endorsements /Guarantees".

Explanation:

- (I) To align with the Company's actual operations, it is proposed to amend certain provisions of the "Operational Procedures for Loaning Funds to Others and Endorsements/Guarantees."
- (II) For the comparison table of amendments, please refer to Attachment VI on page 35 of this handbook.

Resolution:

Proposal 3: proposed by the board of directors

Cause: Motion to Authorize for Construction Project Contracts to be Signed with the Related Party.

Explanation:

- (I) In accordance with Article 7 of the Company's "Regulations Governing the Acquisition and Disposal of Assets," it is proposed to the shareholders' meeting to authorize the Company to sign construction project contracts with the Company's related parties within the next year for the construction projects and transaction amounts listed in Explanation (II).



(II) The Company's proposed transaction counterparties, construction projects and estimated transaction amount are as follows. For relevant evaluation information, please refer to Attachment VII on pages 37-41 of this handbook:

Unit: NT\$ thousand

Estimated Transaction Counterparties	Construction Projects	Estimated transaction amount (tax included)
Pucheng Construction Co., Ltd.	Hwa Ya Section	(Note) 3,318,110
Pucheng Construction Co., Ltd.	Lixing Section	1,198,360
Pucheng Construction Co., Ltd.	Xinzhoumei Section	1,184,585
Pucheng Construction Co., Ltd.	Zhongyun Section	411,645
Pucheng Construction Co., Ltd.	Yong Jing Project	194,640

(Note) The amount originally proposed at the 2024 Annual Shareholders' Meeting was NT\$1,526,970 thousand. The amount has been revised due to design adjustments for this project.

(III) Upon resolution by the Shareholders' Meeting, the Chairman shall be authorized to handle subsequent contract signing and related matters in accordance with Explanation (II) above, to be completed within one year from the date of the resolution.

Resolution:

Proposal 4: Proposed by the board of directors

Cause: Motion to Authorize for Joint Construction Contract to be Signed with the Related Party.

Explanation:

(I) This proposal was originally approved at the 2024 Annual Shareholders' Meeting, authorizing the Chairman to enter into a joint construction agreement with the related party, BAO MA ASSET DEVELOPMENT & MANAGEMENT CO., LTD. (as detailed in the table below). However, as the terms of the joint construction agreement between the parties have not yet been finalized, it is proposed that the authorization be extended for

an additional year. For related evaluation materials, please refer to Attachment VIII on page 42 of this handbook.

Proposed Transaction Counterparties	Nature	Case	Projected joint construction allocation conditions
BAO MA ASSET DEVELOPMENT & MANAGEMENT CO., LTD	Joint construction and allocation of housing units contract	Zhengyi Section (Note)	Allocation to landowners: 56.67% Allocation to the Company: 43.33%

(Note) This project is located in 1th subsection of Zhengyi Section, Zhongshan District, Taipei City. The planned development scope of this case has a base area of approximately 403.23 pings and approximately 15 landowners. Among them, five parcels of land including 706-1 and others (area of approximately 232.02 pings) are owned by the related party, BAO MA ASSET DEVELOPMENT & MANAGEMENT CO., LTD.

(II) Upon approval by the Shareholders' Meeting, it is proposed that the Chairman be authorized to handle subsequent matters related to contract execution in accordance with the above description, to be completed within one year from the date of the resolution.

Resolution:

## **[Election]**

Proposed by the board of directors

Cause: Proposal for the election of one additional independent director.

Explanation:

- (I) To align with corporate governance and operational needs, it is proposed that one additional Independent Director be elected. In accordance with Article 17 of the Company's Articles of Incorporation, the candidate nomination system shall be adopted, and the Shareholders' Meeting shall elect from the list of nominated candidates. The term of the newly elected Independent Director shall commence on June 27, 2025, and end on June 20, 2026.
- (II) For the list of Independent Director candidates, please refer to Attachment IX on page 44 of this handbook. For the Company's "Regulations Governing the Election of Directors and Independent Directors," please refer to Appendix III on page 63 of this handbook.
- (III) Please elect.

Results:

## **[Others]**

Proposed by the board of directors

Cause: Proposal of lifting the non-competition clauses of newly-elected directors .

Explanation:

- (I) Based on Article 209 of the Company Act, directors who act for themselves or others within the Company's business scope shall explain the major content of their actions to the shareholders' meeting and obtain the approval.
- (II) Considering that the directors newly elected by the current Shareholders' Meeting may invest in and operate other companies with the same or similar business scope as the Company, which may cause competition. It is proposed that the Shareholders' Meeting approve lifting the non-compete clause in accordance with Article 209 of the Company Act. Please refer to Attachment X on page 45 of this handbook for the table of lifting of non-competition restrictions of independent director candidates.

Resolution:

## **【Extraordinary Motions】**

## **【Adjournment】**

# Better Life Group Co., Ltd.

## 2024 Business Report

### I. 2024 Operating Result

#### (I) 2024 Operating Result

The 2024 consolidated operating revenue of the Company is NT\$625,467 thousand, an increase of NT\$479,951 thousand from the last year's consolidated operating revenue of NT\$145,516 thousand. The 2024 parent-only operating revenue is NT\$621,276 thousand, an increase of NT\$481,655 thousand from the last year's parent-only operating revenue of NT\$139,621 thousand.

The 2024 consolidated comprehensive income (loss) for the year is at an income of NT\$303,827 thousand, and the consolidated net income for the period is NT\$300,956 thousand, and the earnings per share is NT\$2.96.

#### (II) Budget Implementation Status: Not applicable.

#### (III) Financial Revenue/Expenditure and Profitability Analysis

The consolidated financial revenue/expenditure and profitability analysis of the Company in the last two years are as follows:

Unit: In Thousand New Taiwan Dollars, %

Item \ Year		2024	2023
Financial revenue/expenditure	Net operating income	625,467	145,516
	Gross profit	293,398	665
	Net profit (loss) for the period	300,956	(110,116)
Profitability	Return on assets (ROA) (%)	17.39	(6.37)
	Return on shareholders' equity (%)	30.77	(16.58)
	Operating income to paid-in capital ratio (%)	19.12	(5.18)
	Net income before tax to paid-in capital ratio (%)	29.64	(10.40)
	Net profit margin (%)	48.12	(75.67)
	Earnings per share (EPS) (NT\$)	2.96	(1.55)

#### (IV) Research and Development

To thoroughly understand the real estate market, the Company has actively collected various land and real estate market information, in order to plan and design the most quality product and to satisfy consumer demands. In addition, the Company also implements rigorous control on the construction quality, project progress and cost, in order to achieve both profit and quality at the same time.

## II. 2025 Business Plan Overview

### (I) Operational Directives

The Company will continue to uphold the philosophy of “Commitment, Style, Perfection” and establish professional team with extensive construction experience, in order to achieve the corporation mission of sustainable operation.

### (II) Important Production and Sales Policies

“Song Yong” project, located in Xinyi District, Taipei City, it has been completed in the fourth quarter of 2024 and is progressively handed over.

“Pauian Pau-Garden” project, located in Songshan District, Taipei City, is currently under construction, it is expected to be completed and handed over in the third quarter of 2025, and will continue its pre-sale.

“Yong Jing Park” urban renewal project, located in Zhongshan District, Taipei City, is currently under the review of urban renewal business plan.

“Hwa Ya science park” project, located in Guishan District, Taoyuan City, Currently applying for construction license, it is expected to obtain the construction license and launch the project in 2025.

“Shitan Section” urban renewal project, located in Neihu District, Taipei City, the urban renewal project plan is currently under review.

“Zhongyun Section” project, located in Zhongli District, Taoyuan City, it is expected to obtain the construction license and launch the project in 2025.

“Lixing Section” project, located in Linkou District, New Taipei City, it is expected to obtain the construction license and launch the project in 2025.

“Xinzhoumei Section” project, located in Beitou District, Taipei City, it is expected to obtain the construction license and launch the project in 2025.

“Qingpu-Better Life Garden” project, 1 store unit will continue to be sold in 2025.

“Mountain in the Cloud” project, located in Huacheng area of Xindian District, New Taipei City, 3 villas will continue to be sold in 2025.

III. Impacts of External Competitive Environment, Legal Environment and Overall Operating Environment on Company's Future Development Strategy:

(I) Future Development Strategy:

- (1) Through in-depth study of individual project characteristics, the Company will focus on the construction quality and after-sale service, in order to enhance product differentiation and refinement, thereby achieving irreplaceability of products.
- (2) Strengthen the Company's brand value and competitiveness, in order to increase profit margin and to achieve maximum profit for the Company.
- (3) Cooperate with the asset revitalization policy of the Company along with the consideration of the industrial development trend, the Company will continue to evaluate the feasibility for investing in green energy industry.

(II) Analysis of Impacts of External Competitive Environment, Legal Environment and Overall Operating Environment:

- (1) In response to the government's promotion in urban renewal policy, the Company will continue to actively launch urban renewal projects.
- (2) Pay attention to industrial latest news, any changes to regulations and overall political and economic environment, and formulate the most appropriate course of action.
- (3) Focus on construction quality, enhance customer service, in order to improve customer satisfaction. In addition, the Company expects to establish quality brand image and provide high quality products in order to achieve win-win situation for both customers and the Company.

Chairman: Lin, Jui-Shan

Managerial Officer: Huang, Wen-Cheng

Accounting Officer: Huang, Wen-Cheng

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

The Board of Directors has prepared the Company's 2024 Parent Only and Consolidated Financial Statements (including Balance Sheets, Statements of Comprehensive Income, Statements of Changes in Equity and Statements of Cash Flows), which have been audited by KPMG Taiwan CPA Jiun-Ming Pan and CPA Tzung-Je Chen, and the audit report is hereby issued. The aforementioned Financial Statements, Business Report and Earnings Distribution Proposal have been reviewed and considered to be complied with relevant rules by the undersigned, the Audit Committee of the Company. Pursuant to Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act, we hereby submit this report for review.

To:

Better Life Group Co., Ltd.

2025 Annual General Shareholders' Meeting

Audit Committee

Convener: Huang, Kuo-Shih \_\_\_\_\_

March 5, 2025

## Better Life Group Co., Ltd.

### Description of the Implementation of Sound Operation Plan in 2024

Unit: In Thousand New Taiwan Dollars

Accounting Item	Actual number	Estimated number	Difference	%	Analysis of Cause
Operating revenue	625, 467	674, 281	( 48, 814)	-7. 24%	It is mainly due to the fact that part of the income from housing selection and supplementation in the Song Yong project will be postponed to Q1 2024.
Operating costs	332, 069	358, 191	( 26, 122)	-7. 29%	Same as above
Gross profit	293, 398	316, 090	( 22, 692)	-7. 18%	Same as above
Profit margin	46. 91%	46. 88%	0. 03%	0. 07%	The amount of the difference is small and will not be analyzed.
Operating expenses	92, 669	82, 136	10, 533	12. 82%	It is mainly due to the selling expenses of the Song Yong project and the difference in the estimate of the cost of employee subscription remuneration for cash capital increase.
Expense ratio	14. 82%	12. 18%	2. 63%	21. 63%	Same as above
Net operating profit (loss)	200, 729	233, 954	( 33, 225)	-14. 20%	Due to the influence of the above factors.
Operating profit ratio	32. 09%	34. 70%	-2. 60%	-7. 51%	Due to the influence of the above factors.
Non-operating income	134, 566	133, 884	682	0. 51%	The amount of the difference is small and will not be analyzed.
Non-operating expenses	24, 137	13, 350	10, 787	80. 80%	It is mainly due to the recognition of fair value adjustment losses on Investment properties and the assets impairment loss of subsidiaries.
Net profit (loss) before income tax	311, 158	354, 488	( 43, 330)	-12. 22%	Due to the influence of the above factors.
Income tax expense	10, 202	4, 475	5, 727	NA	It is mainly due to the difference of estimate in the basic tax amount on the gain from the disposal of securities.
Net income after tax	300, 956	350, 013	( 49, 057)	-14. 02%	Due to the influence of the above factors.
Net interest rate	48. 12%	51. 91%	-3. 79%	-7. 31%	Due to the influence of the above factors.



## Independent Auditors' Report

To Better Life Group Co., Ltd.,

### Audit opinion

We have audited the accompanying balance sheets of Better Life Group Co., Ltd., (the “Company”) for the years ended December 31, 2024 and 2023 and the relevant statements of comprehensive income, changes in equity and cash flows for the years then ended, and relevant notes, including a summary of significant accounting policies (collectively referred to as the “parent company only financial statements”).

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

### Basis for the audit opinion

We conducted our audits in accordance with the Regulations Governing the Auditing and Attestation of Financial Statements by Certified Public Accountants and auditing standards of the Republic of China. Our responsibility under those standards are further described in the paragraph “Auditor's responsibilities for the audit of the parent company only financial statements”. We are independent of the Company in accordance with the Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We are convinced that we have acquired enough and appropriate audit evidence to serve as the basis of audit opinion.

### Key audit matters

Key audit matters refer to the most vital matters in our audit of the parent company only financial statements of the Company for the year ended December 31, 2024, based on our professional judgment. These matters were addressed in our audit of the parent company only financial statements as a whole, and in forming our audit opinion. We do not express a separate opinion on these matters. Key audit matters of the parent company only financial statements of the Company are stated as follows:

#### I. Inventory valuation

Please refer to Note 4 (7) “inventories” to parent company only financial statements for the accounting policy of the inventory values; please refer to Note 5 to the parent company only financial statements for the uncertainty of accounting estimates and assumptions for the inventory values; please refer to Note 6(5) to parent company only financial statements for details of inventories.

#### Description:

The Company's inventories are an important asset for operations, accounting for about 35% of its total assets; inventory values are handled in accordance with the International Accounting Standards (IAS) 2. As the net realizable value of the Company's inventory based on Management's estimates of future sales prices and construction costs are susceptible to political and economic circumstances, if the net realizable value is not properly appraised, the financial statements will be misstated. Therefore, the test of inventory values is one of our key audit matters during the audit of the Company's financial statements.

#### Audit procedures

The audit procedures we have implemented for the specific aspects described in the above-mentioned key audit matters include: Obtained the assessment data of the net realizable value of the Company's inventories and randomly examined the contracts related to property sold, referred to the latest property prices registered with the Ministry of the Interior or obtained the information on transactions of nearby property to evaluate the net realizable value of the property held for sale and the land for construction. In addition, for the net realizable value of the property under construction, obtained and randomly examined the Company's return of investment analysis, compared it with the market conditions, and obtained appraisal reports, if necessary, to evaluate whether the net realizable value of inventories was appropriate.

#### **Responsibilities of the management and the governing bodies for the parent company only financial statements**

The responsibilities of the management are to prepare the parent company only financial statements with fair presentation in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and to maintain necessary internal control associated with the preparation in order to ensure that the financial statements are free from material misstatement arising from fraud or error.

In preparing the parent company only financial statements, the management is responsible for assessing the ability of the Company in continuing as a going concern, disclosing relevant matters, and adopting the going concern basis of accounting unless the management intends to liquidate the Company or cease the operations without other viable alternatives.

The Company's governing bodies (including the Audit Committee) are responsible for supervising the financial reporting process.

#### **Auditor's responsibilities for the audit of the parent company only financial statements**

Our objectives are to obtain reasonable assurance on whether the parent company only financial statements as a whole are free from material misstatement arising from fraud or error and to issue an independent auditors' report. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with the auditing standards will always detect a material misstatement when it exists. Untruthful expressions might have been caused by frauds or errors. If the amounts of misstatements, either separately or in aggregate, could reasonably be expected to influence the economic decisions of the users of the parent company only financial statements, they are considered material.

We have utilized our professional judgment and professional doubt when performing the audit work in accordance with the auditing standards of the Republic of China. We also performed the following tasks:

1. Identified and assessed the risks of material misstatement arising from fraud or error within the parent company only financial statements; designed and executed countermeasures in response to said risks, and obtained sufficient and appropriate audit evidence to provide a basis for our opinion. Fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Therefore, the risk of not detecting a material misstatement resulting from fraud is higher than the one resulting from error.
2. Understood the internal control related to the audit in order to design appropriate audit procedures under the circumstances, while not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
3. Evaluated the adequacy of accounting policies adopted by the management and the legitimacy of accounting estimates and related disclosures made.

4. Concluded on the appropriateness of the management's adoption of the going concern basis of accounting based on the audit evidence obtained and whether a material uncertainty exists for events or conditions that may cast significant doubt over the Company's ability to continue as a going concern. If we are of the opinion that a material uncertainty exists, we shall remind users of the parent company only financial statements to pay attention to relevant disclosures in said statements within our audit report. If such disclosures are inadequate, we need to modify our opinion. Conclusions made by the CPAs are based on the audit findings obtained as of the date of audit report. However, future events or conditions may cause the Company to cease to continue as a going concern.
5. Evaluated the overall presentation, structure, and content of the parent company only financial statements (including relevant notes), and whether the parent company only financial statements adequately present the relevant transactions and events.
6. Obtained sufficient and appropriate audit evidence concerning the financial information of investees using the equity method, to express an opinion on the parent company only financial statements. We were responsible for guiding, supervising, and performing the audit and forming an audit opinion about the Company.

The matters communicated between us and the governing bodies included the planned scope and times of the audit and material audit findings (including any material defects in internal control identified during the audit).

We also provided the governing bodies with a declaration that we have complied with the Norm of Professional Ethics for Certified Public Accountant of the Republic of China regarding independence and communicated with them all relations and other matters that may possibly be regarded as detrimental to our independence (including relevant protective measures).

From the matters communicated with the governing bodies, we determined the key audit matters for the audit of the Company's parent company only financial statements for the year ended December 31, 2024. We have clearly indicated such matters in the auditors' report. Unless legal regulations prohibit the public disclosure of specific matters, or in extremely rare cases, where we decided not to communicate over specific items in the auditors' report for it could be reasonably anticipated that the negative effects of such disclosure would be greater than the public interest it brings forth.

KPMG Taiwan

PAN JIUN MING

CPA:

CHEN TZUNG JE

Competent Security	Jin-Guan-Zheng-Shen-Zi #1110333933
Authority Approval:	Jin-Guan-Zheng-Shen-Zi #1000011652
Document No.	
March 5, 2025	

### **Notes to Readers**

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

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

**(English Translation of Balance Sheets Originally Issued in Chinese)**  
**Better Life Group Co., Ltd.**

**Balance Sheets**  
**December 31, 2024 and 2023**

**Unit: In Thousand New Taiwan Dollars**

		<b>2024.12.31</b>		<b>2023.12.31</b>	
		<b>Amount</b>	<b>%</b>	<b>Amount</b>	<b>%</b>
<b>Assets</b>					
<b>Current assets:</b>					
1100	Cash and cash equivalents (Note 6(1))	\$ 668,600	32	160,449	11
1150	Notes receivable, net (Notes 6(4) and (19))	100,868	5	452	-
1170	Accounts receivable, net (Notes 6(4) and (19))	37,212	2	-	-
1320	Inventories (for construction industry) (Notes 6(5), 7, 8, and 9)	714,906	35	607,350	40
1410	Prepayments (Notes 6(6), 7, and 9)	205,652	10	30,081	2
1424	Excess business tax paid	-	-	17,147	1
1476	Other financial assets - current (Note 8)	31,447	2	129,041	9
1478	Construction deposits paid (Notes 7 and 9)	39,649	2	219,082	14
1480	Incremental cost of obtaining contracts - current (Note 7)	9,868	-	41,212	3
		<u>1,808,202</u>	<u>88</u>	<u>1,204,814</u>	<u>80</u>
<b>Non-current assets:</b>					
1510	Financial assets measured at fair value through profit or loss – non-current (Notes 6 (2) and (22) and 8)	424	-	73,343	5
1517	Financial assets measured at fair value through other comprehensive income – non-current (Notes 6(3) and (22))	22,540	1	19,718	1
1550	Investments using the equity method (Note 6(7))	25,963	1	30,485	2
1600	Property, plant and equipment (Notes 6(8))	2,421	-	3,006	-
1755	Right-of-use assets (Note 6(10))	5,200	-	7,458	-
1760	Investment property (Note 6(9), 7 and 8)	200,110	10	177,140	12
1780	Intangible assets	-	-	21	-
1980	Other financial assets - non-current (Note 7)	737	-	1,317	-
		<u>257,395</u>	<u>12</u>	<u>312,488</u>	<u>20</u>
<b>Total assets</b>		<b>\$ 2,065,597</b>	<b>100</b>	<b>1,517,302</b>	<b>100</b>

**(English Translation of Balance Sheets Originally Issued in Chinese)**  
**Better Life Group Co., Ltd.**  
**Balance Sheets (Continued)**  
**December 31, 2024 and 2023**

**Unit: In Thousand New Taiwan Dollars**

		<b>2024.12.31</b>		<b>2023.12.31</b>	
		<b>Amount</b>	<b>%</b>	<b>Amount</b>	<b>%</b>
<b>Liabilities and equity</b>					
<b>Current liabilities:</b>					
2100	Short-term borrowings (Notes 6(12) and 8)	\$ 330,980	16	90,000	6
2110	Short-term notes payable (Note 6(11) and 8)	256,206	12	-	-
2130	Contract liabilities – current (Notes 6(19) and 9)	93,019	5	226,922	15
2150	Notes payable (Note 7)	540	-	9,507	1
2170	Accounts payable (Note 7)	98,846	5	16,190	1
2200	Other payables (Note 6(20) and 7)	54,957	4	16,335	1
2230	Income tax liabilities (Note 6(15))	10,029	-	-	-
2280	Lease liabilities - current (Notes 6(15) and 7)	2,913	-	2,661	-
2321	Corporate bonds subject to redemption or exercise of sell-back rights within one year or one business cycle (Note 6(14) and 8)	-	-	293,819	19
2322	Long-term borrowings due within one year or one operating cycle (Notes 6(13) and 8)	-	-	2,000	-
2399	Other current liabilities - other	6,686	-	10,728	1
		<u>854,176</u>	<u>42</u>	<u>668,162</u>	<u>44</u>
<b>Non-current liabilities:</b>					
2540	Long-term borrowings (Notes 6(13) and 8)	-	-	43,000	3
2570	Deferred income tax liability (Note 6(16))	26,993	1	27,104	2
2580	Lease liabilities - Non current (Notes 6(15) and 7)	2,464	-	5,002	-
	<b>Total liabilities</b>	<u>883,633</u>	<u>43</u>	<u>743,268</u>	<u>49</u>
<b>Equity (Note 6(17)):</b>					
3110	Common stock	1,049,705	51	1,001,858	66
3200	Capital surplus	108,353	5	52,097	4
3310	Legal reserve	4,320	-	4,320	-
3350	Undistributed earnings (or deficit to be compensated)	27,652	1	(273,304)	(18)
3400	Other equity interests	(8,066)	-	(10,937)	(1)
	<b>Total equity</b>	<u>1,181,964</u>	<u>57</u>	<u>774,034</u>	<u>51</u>
	<b>Total liabilities and equity</b>	<u>\$ 2,065,597</u>	<u>100</u>	<u>1,517,302</u>	<u>100</u>

(Please refer to the notes to parent company only financial statements)

Chairman: Lin, Jui-Shan

Manager: Huang, Wen-Cheng

Accounting Manager: Huang, Wen-Cheng

**(English Translation of Statements of Comprehensive Income Originally Issued in Chinese)**

**Better Life Group Co., Ltd.**

**Statements of Comprehensive Income  
January 1 to December 31, 2024 and 2023**

**Unit: In Thousand New Taiwan Dollars**

		<b>2024</b>		<b>2023</b>	
		<b>Amount</b>	<b>%</b>	<b>Amount</b>	<b>%</b>
4000	<b>Operating income (Note 6(19))</b>	\$ 621,276	100	139,621	100
5000	<b>Operating costs (Notes 6(5) and 7)</b>	326,988	53	137,635	99
	<b>Gross profit</b>	294,288	47	1,986	1
6000	<b>Operating expenses (Notes 6 (15), (17), (20) and 7):</b>				
6100	Selling expenses	42,279	7	11,493	8
6200	General and administrative expenses	47,612	8	42,648	31
		89,891	15	54,141	39
	<b>Net operating profit (loss)</b>	204,397	32	(52,155)	
	<b>Non-operating income and expenses (Note 6(15), (21), 7 and 9):</b>				
7100	Interest income	6,645	1	5,928	4
7010	Other income	5,315	1	21,026	15
7020	Other gains and losses	117,123	19	(60,328)	(43)
7050	Financial costs	(15,475)	(2)	(18,917)	(14)
7070	Share of profit or loss of subsidiaries, associates, and joint ventures recognized using equity method (Note 13)	(6,847)	(1)	296	-
	<b>Total non-operating income and expenses</b>	106,761	18	(51,995)	(38)
7900	<b>Net profit (loss) before income tax</b>	311,158	50	(104,150)	(76)
7950	<b>Less: Income tax expenses (Note 6(16))</b>	10,202	2	5,966	4
8200	<b>Net income(loss) for the period</b>	300,956	48	(110,116)	(80)
8300	<b>Other comprehensive income (Note 6(17)):</b>				
8310	<b>Items that will not be reclassified subsequently to profit or loss</b>				
8316	Unrealized gains or losses on equity instrument investments at fair value through other comprehensive income	2,822	-	-	-
8349	Less: Income tax related to items not reclassified	-	-	-	-
	<b>Total items that will not be reclassified subsequently to profit or loss</b>	2,822	-	-	-
8360	<b>Items that may subsequently be reclassified to profit or loss</b>				
8380	Share of other comprehensive income of subsidiaries, associates, and joint ventures recognized using equity method - items that may be reclassified to profit or loss	49	-	(119)	-
8399	Less: Income tax related to items that may be reclassified to profit or loss	-	-	-	-
	<b>Total items that may subsequently be reclassified to profit or loss</b>	49	-	(119)	-
8300	<b>Other comprehensive income for the current period</b>	2,871	-	(119)	-
	<b>Total comprehensive income for the current period</b>	<u>\$ 303,827</u>	<u>48</u>	<u>(110,235)</u>	<u>(80)</u>
	<b>Earnings (losses) per share (Note 6(18))</b>				
9750	<b>Basic earnings (losses) per share (NTD)</b>	<u>\$ 2.96</u>		<u>(1.55)</u>	
9850	<b>Diluted earnings (losses) per share (NTD)</b>	<u>\$ 2.72</u>		<u>(1.55)</u>	

**(Please refer to the notes to parent company only financial statements)**

**Chairman: Lin, Jui-Shan**

**Manager: Huang, Wen-Cheng**

**Accounting Manager: Huang, Wen-Cheng**

**(English Translation of Statements of Changes in Equity Originally Issued in Chinese)**

**Better Life Group Co., Ltd.**

**Statements of Changes in Equity**

**January 1 to December 31, 2024 and 2023**

**Unit: In Thousand New Taiwan Dollars**

	Share capital	Retained earnings			Other equity items		
		Capital surplus	Legal reserve	Undistributed earnings	Exchange difference on translation of financial statements of foreign operations	Unrealized gain (loss) on financial assets at fair value through other comprehensive income	Total equity
<b>Balance on January 1, 2023</b>							
Net loss for the period	\$ 1,002,654	22,097	4,320	(463,984)	131	(10,949)	554,269
Other comprehensive income for the current period	-	-	-	(110,116)	-	-	(110,116)
Total comprehensive income for the current period	-	-	-	-	(119)	-	(119)
Capital increase by cash	-	-	-	(110,116)	(119)	-	(110,235)
Reduction in capital to offset losses	300,000	30,000	-	-	-	-	330,000
Balance as of December 31, 2023	(300,796)	-	-	300,796	-	-	-
Net income for the period	1,001,858	52,097	4,320	(273,304)	12	(10,949)	774,034
Other comprehensive income for the current period	-	-	-	300,956	-	-	300,956
Total comprehensive income for the current period	-	-	-	-	49	2,822	2,871
Convertible corporate bond conversion	-	-	-	300,956	49	2,822	303,827
Employee share options	47,847	52,153	-	-	-	-	100,000
<b>Balance on December 31, 2024</b>	-	4,103	-	-	-	-	4,103
	<b>\$ 1,049,705</b>	<b>108,353</b>	<b>4,320</b>	<b>27,652</b>	<b>61</b>	<b>(8,127)</b>	<b>1,181,964</b>

**Balance on January 1, 2023**

Net loss for the period

Other comprehensive income for the current period

Total comprehensive income for the current period

Capital increase by cash

Reduction in capital to offset losses

Balance as of December 31, 2023

Net income for the period

Other comprehensive income for the current period

Total comprehensive income for the current period

Convertible corporate bond conversion

Employee share options

**Balance on December 31, 2024**

(Please refer to the notes to parent company only financial statements)

**Chairman: Lin, Jui-Shan**

**Manager: Huang, Wen-Cheng**

**Accounting Manager: Huang, Wen-Cheng**

**Better Life Group Co., Ltd.**  
**Statements of Cash Flows**  
**January 1 to December 31, 2024 and 2023**

**Unit: In Thousand New Taiwan Dollars**

	<u>2024</u>	<u>2023</u>
<b>Cash flow from operating activities:</b>		
Income (loss) before tax for the current period	\$ 311,158	(104,150)
<b>Adjustments:</b>		
Income and expenses		
Depreciation expense	3,811	4,182
Amortization expense	21	86
Net (gain) loss on financial assets and liabilities measured at fair value through profit or loss	(120,421)	14,437
Interest expense	15,475	18,917
Interest income	(6,645)	(5,928)
Dividend income	(245)	(1,294)
Share-based payment for remuneration cost	4,103	-
Share of loss (gain) of subsidiaries, associates and joint ventures accounted for using the equity method	6,847	(296)
(Gain) Loss on change in fair value of investment property	3,305	(2,615)
Gain on lease modifications	(9)	-
Other losses	-	48,509
Total income and expenses	(93,758)	75,998
Changes in assets/liabilities related to operating activities:		
Net change in assets related to operating activities:		
Financial assets at fair value through profit or loss	193,340	-
Notes receivable	(100,416)	5,038
Accounts receivable	(37,212)	171
Inventories	(105,109)	(3,602)
Prepayments	(158,424)	(11,001)
Other financial assets	93,681	(72,110)
Construction deposits paid	179,433	4,223
Incremental cost of obtaining contracts	31,344	(1,968)
Total net change in assets related to operating activities	96,637	(79,249)
Net change in liabilities related to operating activities:		
Contract liabilities	(133,903)	136,632
Notes payable	(8,967)	2,946
Accounts payable	82,656	(27,027)
Other payables	38,235	6,586
Non-current liabilities	(4,042)	(3,216)
Total net change in liabilities related to operating activities	(26,021)	115,921
Total net change in assets and liabilities related to operating activities	70,616	36,672
Total adjustments	(23,142)	112,670
Cash inflow from operations	288,016	8,520
Interest received	6,645	5,928
Dividend received	245	1,294
Interest paid	(9,109)	(14,101)
Income tax paid	(284)	(4,453)
<b>Net cash generated (used) in operating activities</b>	<b>285,513</b>	<b>(2,812)</b>



**Better Life Group Co., Ltd.**  
**Statements of Cash Flows (Continued)**  
**January 1 to December 31, 2024 and 2023**

**Unit: NTD thousands**

	<u>2024</u>	<u>2023</u>
<b>Cash flow from investing activities:</b>		
Acquisition of investment using the equity method	(2,276)	(3,108)
Refunds from capital reduction of the invested company under the equity method	-	30,000
Acquisition of property, plant and equipment	(518)	-
Guarantee deposits paid	580	300
Acquisition of investment property	(26,275)	(14,685)
Other financial assets	3,913	(1,507)
<b>Net cash generated (used) in investing activities</b>	<u>(24,576)</u>	<u>11,000</u>
<b>Cash flow from financing activities:</b>		
Short-term borrowings	240,980	(225,782)
Short-term notes payable	253,961	-
Repayment of corporate bonds	(200,000)	-
Repayment of long-term borrowings	(45,000)	(2,000)
Lease principal repaid	(2,727)	(3,105)
Capital increase by cash	-	330,000
<b>Net cash inflow from financing activities</b>	<u>247,214</u>	<u>99,113</u>
Increase in cash and cash equivalents in the current period	508,151	107,301
Balance of cash and cash equivalents at the beginning of the period	160,449	53,148
Balance of cash and cash equivalents at the end of the period	<u><b>\$ 668,600</b></u>	<u><b>160,449</b></u>

(Please refer to the notes to parent company only financial statements)

**Chairman: Lin, Jui-Shan      Manager: Huang, Wen-Cheng      Accounting Manager: Huang, Wen-Cheng**

## Independent Auditors' Report

To Better Life Group Co., Ltd.,

### Audit opinion

We have audited the accompanying financial statements of Better Life Group Co., LTD. and the subsidiaries (Better Life Group), which comprise the consolidated balance sheet as of December 31, 2024 and 2023, and the consolidated income statement, the consolidated statement of changes in equity and the consolidated statement of cash flows for the years then ended, as well as the notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of Better Life Group as of December 31, 2024 and 2023, and its consolidated financial performance and consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) endorsed and issued into effect by the Financial Supervisory Commission (FSC).

### Basis for the audit opinion

We conducted our audits in accordance with the Regulations Governing the Auditing and Attestation of Financial Statements by Certified Public Accountants and auditing standards of the Republic of China. We explain further our responsibility under the standards in the section concerning the auditor's responsibility in the audit of consolidated financial statements. The personnel in our firm, subject to independence requirements, maintains independence from Better Life Group and fulfills other responsibilities in accordance with the Norm of Professional Ethics for Certified Public Accountant and under the norms. We are convinced that we have acquired enough and appropriate audit evidence to serve as the basis of audit opinion.

### Key audit matters

Key audit matters are the matters of most significance based on our professional judgment and audits of Better Life Group's consolidated financial statements for 2024. These matters have been dealt with in the audit of the consolidated financial statements as a whole and during the process of forming the audit opinion. Hence, we do not issue opinions separately on such matters. Key audit matters of the parent company only financial statements of the Company are stated as follows:

#### I. Inventory valuation

Please refer to Note 4 (8) to the consolidated financial statements for the accounting policy of inventory valuation.

Please refer to Note 5 to the consolidated financial statements for the uncertainties in relation to the accounting estimates and assumptions of inventory valuation and to Note 6 (5) to the consolidated financial statements for inventory details.

#### Description:

Inventory is an important operating asset for Better Life Group, accounting for approximately 35% of the total assets. Inventory valuation is based on International Financial Reporting Standards No. 2. The net realizable value of Better Life Group's inventory is based on future selling prices and construction costs estimated by management and subject to the influence of the political and economic environments. Inappropriate estimates of the net realizable value will result in a misstatement of financial reports. Hence, the testing of inventory valuation was one of the significant assessments for our audits of Better Life Group's consolidated financial statements.

## Audit procedures

Our main inspection procedures on the above key audit matter include the acquisition of Better Life Group's data for estimates of the net realizable value of inventory, sampling of such data to check against the contracts sold, reference to the Ministry of Interior's most recently published actual transaction prices of real estate or the transaction prices in the same proximity so as to evaluate the net realizable value of properties available for sale and land for construction. To assess whether the net realizable value of buildings under construction is reasonable, we sampled and inspected the return-on-investment analysis by the company, compared the return-on-investment data and market prices and, where necessary, obtained the appraisal reports.

## Other matters

Better Life Group's has produced its consolidated financial statements for 2024 and 2023 and for which we have issued an audit report and an unqualified opinion.

## Responsibility of management and those charged with governance for consolidated financial statements

Management is responsible for the preparation of consolidated financial statements for fair presentation in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) endorsed and issued into effect by the Financial Supervisory Commission. Management is also responsible for the maintenance of necessary internal control in relation to the preparation of consolidated financial statements, to ensure no material misstatement in consolidated financial statements due to frauds or errors.

When preparing the consolidated financial statements, management is also responsible for the assessment of Better Life Group's ability to continue as a going concern, disclosure of relevant matters and the adoption of the going concern basis of accounting unless management either intends to liquidate Better Life Group or cease operations or has no realistic alternative but to do so.

Those charged with governance (including the Audit Committee) in Better Life Group are responsible for overseeing the financial reporting process.

## Auditors' responsibilities for the audit of the consolidated financial statements

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

We have utilized our professional judgment and professional doubt when performing the audit work in accordance with the auditing standards of the Republic of China. We also performed the following tasks:

1. Identify and assess the risks of material misstatement of the consolidated financial statements 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. Fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Therefore, the risk of not detecting a material misstatement resulting from fraud is higher than the one resulting from error.
2. Obtain a necessary understanding of internal control relevant to the audit in order to design audit procedures appropriate to the circumstances, but not for the purpose of expressing an opinion on the effectiveness of Better Life Group's internal control.
3. Evaluated the adequacy of accounting policies adopted by the management and the legitimacy of accounting estimates and related disclosures made.

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 Better Life Group's ability to continue as a going concern. If we conclude that a material uncertainty exists with such events or conditions, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inappropriate, to modify our opinion. Conclusions made by the CPAs are based on the audit findings obtained as of the date of audit report. However, future events or conditions may render Better Life Group unable to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the notes, and whether the consolidated financial statements fairly represent the underlying transactions and events.
6. Obtain sufficient and appropriate audit evidence regarding the financial information of the entities 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 and for the forming of our audit opinion.

The matters communicated between us and the governing bodies included the planned scope and times of the audit and material audit findings (including any material defects in internal control identified during the audit).

We also provided the governing bodies with a declaration that we have complied with the Norm of Professional Ethics for Certified Public Accountant of the Republic of China regarding independence and communicated with them all relations and other matters that may possibly be regarded as detrimental to our independence (including relevant protective measures).

We determined the key audit matters for Better Life Group's 2024 consolidated financial statements based on our communication with those charged with governance. We have clearly indicated such matters in the auditors' report. Unless legal regulations prohibit the public disclosure of specific matters, or in extremely rare cases, where we decided not to communicate over specific items in the auditors' report for it could be reasonably anticipated that the negative effects of such disclosure would be greater than the public interest it brings forth.

KPMG Taiwan

PAN JIUN MING

CPA:

CHEN TZUNG JE

Competent Security	Jin-Guan-Zheng-Shen-Zi #1110333933
Authority Approval	: Jin-Guan-Zheng-Shen-Zi #1000011652
Document No.	
March 5, 2025	

## **Notes to Readers**

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

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

**(English Translation of Consolidated Balance Sheets Originally Issued in Chinese)**

**Better Life Group Co., LTD. and the Subsidiaries**

**Consolidated Balance Sheet**

**December 31, 2024 and 2023**

**Unit: In Thousand New Taiwan Dollars**

<b>Assets</b>		<b>2024.12.31</b>		<b>2023.12.31</b>	
		<b>Amount</b>	<b>%</b>	<b>Amount</b>	<b>%</b>
<b>Current assets:</b>					
1100	Cash and cash equivalents (Note 6(1))	\$ 682,956	33	175,674	11
1150	Notes receivable, net (Notes 6(4) and (18))	100,868	5	452	-
1170	Accounts receivable, net (Notes 6(4) and (18))	37,304	2	38	-
1320	Inventories (for construction industry) (Notes 6(5), 7, 8, and 9)	714,906	35	607,350	39
1410	Prepayments (Notes 6(6) and 7)	207,279	10	31,348	2
1424	Excess business tax paid	3,589	-	20,767	1
1476	Other financial assets - current (Note 8)	31,464	2	129,171	8
1478	Construction deposits paid (Notes 7 and 9)	39,649	2	219,082	15
1480	Incremental cost of obtaining contracts - current (Note 7)	9,868	-	41,212	3
1482	Costs to fulfill contracts, current	8,500	-	8,500	1
		<u>1,836,383</u>	<u>89</u>	<u>1,233,594</u>	<u>80</u>
<b>Non-current assets:</b>					
1510	Financial assets measured at fair value through profit or loss – non-current (Notes 6 (2) and (21) and 8)	424	-	73,343	5
1517	Financial assets measured at fair value through other comprehensive income – non-current (Notes 6 (3) and (21))	22,540	1	19,718	1
1600	Property, plant and equipment (Notes 6(7))	3,826	-	10,357	1
1755	Right-of-use assets (Note 6(9))	5,200	-	21,621	1
1760	Investment properties (Notes 6 (8) and 8)	200,110	10	177,140	12
1780	Intangible assets	-	-	21	-
1980	Other financial assets - non-current (Note 7)	1,004	-	1,938	-
		<u>233,104</u>	<u>11</u>	<u>304,138</u>	<u>20</u>
<b>Total assets</b>		<u><b>\$ 2,069,487</b></u>	<u><b>100</b></u>	<u><b>1,537,732</b></u>	<u><b>100</b></u>

**(English Translation of Consolidated Balance Sheets Originally Issued in Chinese)**

**Better Life Group Co., LTD. and the Subsidiaries**

**Consolidated balance sheet (continued)**

**December 31, 2024 and 2023**

**Unit: In Thousand New Taiwan Dollars**

Liabilities and equity		2024.12.31		2023.12.31	
		Amount	%	Amount	%
<b>Current liabilities:</b>					
2100	Short-term borrowings (Note 6(11) and 8)	\$ 330,980	16	90,000	6
2110	Short-term notes payable (Note 6(10) and 8)	256,206	13	-	-
2130	Contract liabilities - current (Notes 6(18) and 9)	100,019	5	233,922	15
2150	Notes payable (Note 7)	540	-	9,507	1
2170	Accounts payable (Note 7)	104,396	5	19,091	1
2200	Other payables (Note 6(19) and 7)	44,538	3	8,947	1
2230	Income tax liabilities (Note 15)	10,029	-	-	-
2280	Lease liabilities - current (Notes 6 (14) and 7)	2,913	-	6,038	-
2305	Other financial liabilities - current	153	-	613	-
2321	Corporate bonds subject to redemption or exercise of sell-back rights within one year or one business cycle (Note 6(13) and 8)	-	-	293,819	20
2322	Long-term borrowings due within one year or one operating cycle (Notes 6(12) and 8)	-	-	2,000	-
2399	Other current liabilities - other	8,292	-	12,246	1
		858,066	42	676,183	45
<b>Non-current liabilities:</b>					
2540	Long-term borrowings (Notes 6(12) and 8)	-	-	43,000	3
2570	Deferred income tax liability (Note 6 (15))	26,993	1	27,104	2
2580	Lease liabilities - non-current (Notes 6 (14) and 7)	2,464	-	17,411	1
		29,457	1	87,515	6
	<b>Total liabilities</b>	887,523	43	763,698	51
<b>Equity attributable to owners of the parent (Note 6 (16))</b>					
3100	Capital	1,049,705	51	1,001,858	65
3200	Capital surplus	108,353	5	52,097	3
3310	Legal reserve	4,320	-	4,320	-
3350	Undistributed earnings (deficit to be made up)	27,652	1	(273,304)	(18)
3400	Other equity interests	(8,066)	-	(10,937)	(1)
	<b>Total equity</b>	1,181,964	57	774,034	49
	<b>Total liabilities and equity</b>	<u>\$ 2,069,487</u>	<u>100</u>	<u>1,537,732</u>	<u>100</u>

(Please refer to the notes to the consolidated financial statements.)

Chairman: Lin, Jui-Shan

Manager: Huang, Wen-Cheng

Accounting Manager: Huang, Wen-Cheng

**(English Translation of Consolidated Statements of Comprehensive Income Originally Issued in Chinese)**

**Better Life Group Co., LTD. and the Subsidiaries  
Consolidated Statements of Comprehensive Income  
January 1 to December 31, 2024 and 2023**

**Unit: In Thousand New Taiwan Dollars**

		<b>2024</b>		<b>2023</b>	
		<b>Amount</b>	<b>%</b>	<b>Amount</b>	<b>%</b>
4000	<b>Operating income (Note 6(18))</b>	\$ 625,467	100	145,516	100
5000	<b>Operating costs (Notes 6(5) and 7)</b>	332,069	53	144,851	100
	<b>Gross profit</b>	293,398	47	665	-
6000	<b>Operating expenses (Notes 6(14), (16), (19) and 7):</b>				
6100	Selling expenses	42,435	7	6,722	5
6200	General and administrative expenses	50,234	8	45,862	32
		92,669	15	52,584	37
6900	<b>Operating profit</b>	200,729	32	(51,919)	(37)
	<b>Non-operating income and expenses (Note 6(7), (14) (20), 7 and 9):</b>				
7100	Interest income	6,728	1	6,040	5
7010	Other income	5,469	1	21,821	15
7020	Other gains and losses	114,198	18	(60,276)	(41)
7050	Financial costs	(15,966)	(2)	(19,816)	(14)
	<b>Total non-operating income and expenses</b>	110,429	18	(52,231)	(35)
7900	<b>Net profit (loss) before income tax</b>	311,158	50	(104,150)	(72)
7950	<b>Less: Income tax expenses (Note 6(15))</b>	10,202	2	5,966	4
8200	<b>Net income(loss) for the period</b>	300,956	48	(110,116)	(76)
8300	<b>Other comprehensive income (Note 6(16)):</b>				
8310	<b>Items that will not be reclassified subsequently to profit or loss</b>				
8316	Unrealized gains or losses on equity instrument investments at fair value through other comprehensive income	2,822	1	-	-
8349	Less: Income tax related to items not reclassified	-	-	-	-
	<b>Total items that will not be reclassified subsequently to profit or loss</b>	2,822	1	-	-
8360	<b>Items that may subsequently be reclassified to profit or loss</b>				
8361	Exchange difference on translation of financial statements of foreign operations	49	-	(119)	-
8399	Less: Income tax related to items that may be reclassified to profit or loss	-	-	-	-
	<b>Total items that may subsequently be reclassified to profit or loss</b>	49	-	(119)	-
8300	<b>Other comprehensive income for the current period</b>	2,871	1	(119)	-
	<b>Total comprehensive income for the current period</b>	<u>\$ 303,827</u>	<u>49</u>	<u>(110,235)</u>	<u>(76)</u>
	<b>Net income (loss) attributable to:</b>				
8610	Owners of the parent	<u>\$ 300,956</u>	<u>48</u>	<u>(110,116)</u>	<u>(76)</u>
	<b>Other comprehensive income attributable to:</b>				
8710	Owners of the parent	<u>\$ 303,827</u>	<u>49</u>	<u>(110,235)</u>	<u>(76)</u>
	<b>Earnings (losses) per share (Note 6(17))</b>				
9750	<b>Basic earnings (losses) per share (NTD)</b>	<u>\$ 2.96</u>		<u>(1.55)</u>	
9850	<b>Diluted earnings (losses) per share (NTD)</b>	<u>\$ 2.72</u>		<u>(1.55)</u>	

(Please refer to the notes to the consolidated financial statements.)

**Chairman: Lin, Jui-Shan**

**Manager: Huang, Wen-Cheng**

**Accounting Manager: Huang, Wen-Cheng**

## Better Life Group Co., LTD. and the Subsidiaries

## January 1 to December 31, 2024 and 2023

Unit: In Thousand New Taiwan Dollars

(Please refer to the notes to the consolidated financial statements.)

**Accounting Manager: Huang, Wen-Cheng**



**(English Translation of Consolidated Statement of Cash Flows Originally Issued in Chinese)**

**Better Life Group Co., LTD. and the Subsidiaries**

**Consolidated Statement of Cash Flows**

**January 1 to December 31, 2024 and 2023**

**Unit: In Thousand New Taiwan Dollars**

	<u>2024</u>	<u>2023</u>
<b>Cash flow from operating activities:</b>		
Income (loss) before tax for the current period	\$ 311,158	(104,150)
<b>Adjustments:</b>		
Income and expenses		
Depreciation expense	8,082	9,611
Amortization expense	21	86
Net (gain) loss on financial assets and liabilities measured at fair value through profit or loss	(120,421)	14,437
Interest expense	15,966	19,816
Interest income	(6,728)	(6,040)
Dividend income	(245)	(1,294)
Share-based payment for remuneration cost	4,103	-
Non-financial assets impairment loss	4,229	-
(Gain) Loss on change in fair value of investment property	3,305	(2,615)
Gain on lease modifications	(1,919)	-
Other losses	-	48,509
Total income and expenses	(93,607)	82,510
Changes in assets/liabilities related to operating activities:		
Net change in assets related to operating activities:		
Financial assets at fair value through profit or loss	193,340	-
Notes receivable	(100,416)	5,586
Accounts receivable	(37,264)	618
Inventories	(105,109)	(3,602)
Prepayments	(158,753)	(12,038)
Other financial assets	93,796	(70,869)
Construction deposits paid	179,433	4,223
Incremental cost of obtaining contracts	31,344	(7,362)
Costs to fulfill contracts	-	287
Total net change in assets related to operating activities	96,371	(83,157)
Net change in liabilities related to operating activities:		
Contract liabilities	(133,903)	136,632
Notes payable	(8,967)	2,946
Accounts payable	85,278	(16,330)
Other payables	35,185	(1,297)
Non-current liabilities	(3,956)	(3,203)
Other financial liabilities	(471)	(86)
Total net change in liabilities related to operating activities	(26,834)	118,662
Total net change in assets and liabilities related to operating activities	69,537	35,505
Total adjustments	(24,070)	118,015
Cash inflow from operations	287,088	13,865
Interest received	6,728	6,040
Dividend received	245	1,294
Interest paid	(9,600)	(15,000)
Income tax paid	(284)	(4,453)
<b>Net cash inflow from operating activities</b>	<b>284,177</b>	<b>1,746</b>

**(English Translation of Consolidated Statement of Cash Flows Originally Issued in Chinese)**

**Better Life Group Co., LTD. and the Subsidiaries**  
**Consolidated statement of cash flows (continued)**  
**For the three months ended December 31, 2024 and 2023**

**Unit: NTD thousands**

	<u>2024</u>	<u>2023</u>
<b>Cash flow from investing activities:</b>		
Acquisition of property, plant and equipment	(519)	-
Guarantee deposits paid	-	299
Acquisition of investment property	(26,275)	(14,685)
Other financial assets	4,854	(1,507)
<b>Net cash outflow from investment activities</b>	<u>(21,940)</u>	<u>(15,893)</u>
<b>Cash flow from financing activities:</b>		
Short-term borrowings	240,980	(225,782)
Short-term notes payable	253,961	-
Repayment of corporate bonds	(200,000)	-
Repayment of long-term borrowings	(45,000)	(2,000)
Lease principal repaid	(4,870)	(7,079)
Capital increase by cash	-	330,000
<b>Net cash inflow from financing activities</b>	<u>245,071</u>	<u>95,139</u>
Effect of exchange rate changes on cash and cash equivalents	(26)	(23)
Increase in cash and cash equivalents	507,282	80,969
Balance of cash and cash equivalents at the beginning of the period	<u>175,674</u>	<u>94,705</u>
Balance of cash and cash equivalents at the end of the period	<u><b>\$ 682,956</b></u>	<u><b>175,674</b></u>

**(Please refer to the notes to the consolidated financial statements.)**

**Chairman: Lin, Jui-Shan**

**Manager: Huang, Wen-Cheng**

**Accounting Manager: Huang, Wen-Cheng**

# Better Life Group Co., Ltd.

## Comparison Table for Amendments of "Articles of Incorporation" of the Company

Provision After Amendment	Provision Before Amendment	Reason of Amendment
<p>Article 30: Regarding the determination on the proposal of earnings distribution, the board of directors of the Company shall consider the future capital expense budget and demand of fund of the Company and shall also evaluate the necessity to fulfill the demand of fund with the surplus earnings in order to determine the amount of earnings to be retained or distributed as well as the amount of distribution of dividends or bonuses in cash or stock to shareholders. For the net profit before tax of the current period before deduction of the remuneration of employees and remuneration of directors of the Company, not less than 4% of such profit shall be appropriated as the remuneration of employees (<u>No less than 5% of this employee remuneration amount should be allocated to rank-and-file employees</u>), and no higher than 4% of such profit shall be appropriated as the remuneration of directors and supervisors. However, if the Company still has accumulated losses (including adjustment of undistributed earnings amount), an amount shall be retained for making up the accumulated loss first. The subjects for the issuance of remunerations may include employees of a holding or subordinate company satisfy certain criteria, and the board of directors is authorized to specify such criteria.</p> <p style="text-align: center;">(hereafter omitted)</p>	<p>Article 30: Regarding the determination on the proposal of earnings distribution, the board of directors of the Company shall consider the future capital expense budget and demand of fund of the Company and shall also evaluate the necessity to fulfill the demand of fund with the surplus earnings in order to determine the amount of earnings to be retained or distributed as well as the amount of distribution of dividends or bonuses in cash or stock to shareholders. For the net profit before tax of the current period before deduction of the remuneration of employees and remuneration of directors of the Company, not less than 4% of such profit shall be appropriated as the remuneration of employees, and no higher than 4% of such profit shall be appropriated as the remuneration of directors and supervisors. However, if the Company still has accumulated losses (including adjustment of undistributed earnings amount), an amount shall be retained for making up the accumulated loss first. The subjects for the issuance of remunerations may include employees of a holding or subordinate company satisfy certain criteria, and the board of directors is authorized to specify such criteria.</p> <p style="text-align: center;">(hereafter omitted)</p>	Cooperate with legal amendments.

Provision After Amendment	Provision Before Amendment	Reason of Amendment
<p>Article 33:</p> <p>These Article of Incorporation were duly enacted on May 2, 1978...(omitted), and the 40th amendment was made on May 3, 2024, <u>and the 41th amendment was made on June 27, 2025.</u> These Articles of Incorporation shall take effect after having been submitted to and approved by a shareholders' meeting. Subsequent amendments thereto shall be effected in the same manner.</p>	<p>Article 33:</p> <p>These Article of Incorporation were duly enacted on May 2, 1978...(omitted), and the 40th amendment was made on May 3, 2024. These Articles of Incorporation shall take effect after having been submitted to and approved by a shareholders' meeting. Subsequent amendments thereto shall be effected in the same manner.</p>	<p>Newly added the amendment number and date.</p>

# Better Life Group Co., Ltd.

## Operational Procedures for Loaning Funds to Others and Endorsements/Guarantees

### Comparison Table for Provisions Before and After Amendments

Provision After Amendment	Provision Before Amendment	Description
<p>Article 8: The Company's counterparties for endorsements and guarantees are as follows:</p> <p>I. Companies with business dealings.</p> <p>II. Companies in which the company directly or indirectly holds more than 50% of the voting shares.</p> <p>III. <u>Companies that directly or indirectly hold more than 50% of the company's voting shares.</u></p> <p>Companies in which the Company directly or indirectly holds 90% or more of the voting shares may make endorsements and guarantees to each other, provided that the total amount does not exceed 10% of the Company's net worth. However, this restriction shall not apply to endorsements and guarantees made between companies in which the Company directly or indirectly holds 100% of the voting shares. <u>The Company may provide endorsements and guarantees without being subject to the preceding two provisions when mutual guarantees are made in accordance with contractual agreements between companies in the same industry or joint developers for the purpose of undertaking construction projects; when, due to a joint investment relationship, all investing shareholders provide endorsements or guarantees for the investee</u></p>	<p>Article 8: The Company's counterparties for endorsements and guarantees are as follows:</p> <p>I. Companies with <u>which the Company has</u> business dealings.</p> <p>II. Companies in which the Company directly or indirectly holds more than 50% of the voting shares.</p> <p>III. For joint investment in construction or joint construction, the Company and co-builders may provide mutual endorsements and guarantees in accordance with contractual agreements; mutual endorsements and guarantees may also be provided between peers as required for contracted construction projects; in addition, for joint-and-several guarantees made in connection with the performance of pre-sale housing project contracts under the Consumer Protection Act, the restrictions set forth in this Article shall not apply.</p> <p>Companies in which the Company directly or indirectly holds 90% or more of the voting shares may make endorsements and guarantees to each other, provided that the total amount does not exceed 10% of the Company's net worth. However, this restriction shall not apply to endorsements and guarantees made between companies in which the</p>	<p>Amended to align with the Company's actual operations and revisions to relevant regulations.</p>

Provision After Amendment	Provision Before Amendment	Description
<p><u>company in proportion to their shareholding; for joint-and-several guarantees made in connection with the performance of pre-sale housing project contracts under the Consumer Protection Act.</u></p> <p><u>For the purposes of the preceding paragraph, "investment" refers to direct investment by the Company or investment made through a wholly owned subsidiary (i.e., a company in which the Company holds 100% of the voting shares).</u></p>	<p>Company directly or indirectly holds 100% of the voting shares.</p>	
<p>Article 10-1: Where the Company is engaged in a joint construction or co-development project, it may provide mutual guarantees with co-developers in accordance with contractual agreements. <u>In the case of a joint investment, the Company may provide endorsements or guarantees for the investee company based on the shareholding ratio of all contributing shareholders.</u> In addition, mutual guarantees with companies in the same industry for construction contracting purposes, for joint-and-several guarantees made in connection with the performance of pre-sale housing project contracts under the Consumer Protection Act, may also be provided. The total amount of such endorsements and guarantees shall not exceed <u>600%</u> of the Company's net worth for the current period, and the amount for any single entity shall not exceed <u>400%</u> of the Company's net worth for the current period. These endorsements and guarantees shall not be subject to the limitations set forth in the preceding Article.</p>	<p>Article 10-1: Where the Company is engaged in a joint construction or co-development project, it may provide mutual guarantees with co-developers in accordance with contractual agreements. In addition, mutual guarantees with companies in the same industry for construction contracting purposes, for joint-and-several guarantees made in connection with the performance of pre-sale housing project contracts under the Consumer Protection Act, may also be provided. The total amount of such endorsements and guarantees shall not exceed 200% of the Company's net worth for the current period, and the amount for any single entity shall not exceed 100% of the Company's net worth for the current period. These endorsements and guarantees shall not be subject to the limitations set forth in the preceding Article.</p>	<p>Amended to align with the Company's actual operations and revisions to relevant regulations.</p>

## **Evaluation Form for Construction Project Contract to be Signed with the Related Party**

According to paragraph 1 of Article 15 of the Standards for the Regulations Governing the Acquisition and Disposal of Assets by Public Companies, the items to be evaluated are as follows:

- I. Construction project: Guishan Hwa Ya Section
- II. Estimated amount of the project contract: NT\$ 3,318,110 thousand (tax included)
- III. The purpose, necessity and anticipated benefit of the acquisition or disposal of assets:
  1. The purpose and necessity of the acquisition or disposal of assets:  
To meet the construction needs of construction project, it is proposed to issue the construction contracts.
  2. Expected benefits:  
Effectively control the quality and the progress of the project, and make sales and obtain profits.
- IV. The reason for choosing the related party as a transaction counterparty:  
“Pucheng Construction Co., Ltd.,” the counterparty of this planned transaction, is a construction company affiliated to Pauian Construction Group. It has rich experience in contracted construction projects and excellent construction quality and construction schedule control. Previously, it also handled the construction of the Company’s projects of “Song Yong” and “Pauian Pau-Garden.” It is planned to invite Pucheng Construction Co., Ltd. to participate in bidding or quotation process for outsourcing of the Company’s Guishan Hwa Ya Section project. After carrying out the Company's internal control procedures related to the construction project contract award, if its conditions are the most preferable, the Company will sign a construction project contract with it.
- V. With respect to the acquisition of real property or right-of-use assets thereof from a related party, information regarding appraisal of the reasonableness of the preliminary transaction terms in accordance with Articles 16 and 17:  
The project is a construction project contract, so it is not applicable.
- VI. The date and price at which the related party originally acquired the real property, the original transaction counterparty, and that transaction counter party's relationship to the company and the related party:  
The project is a construction project contract, so it is not applicable.
- VII. Monthly cash flow forecasts for the year commencing from the anticipated month of signing of the contract, and evaluation of the necessity of the transaction, and reasonableness of the funds utilization:
  1. The Company's cash income and expenditure forecast matrix for the next fiscal year, as attached
  2. The necessity of the transaction and the rationality assessment of the use of funds:  
It is necessary to issue a contract for the construction project of the Company. The payment for the contracted works will be made according to the project progress and budget, and the use of funds shall be reasonable.
- VIII. An appraisal report from a professional appraiser or a CPA's opinion obtained in accordance with preceding Article: N/A.
- IX. Restrictive covenants and other important stipulations associated with the transaction: N/A.

## **Evaluation Form for Construction Project Contract to be Signed with the Related Party**

According to paragraph 1 of Article 15 of the Standards for the Regulations Governing the Acquisition and Disposal of Assets by Public Companies, the items to be evaluated are as follows:

- I. Construction project: Linkou Lixing Section
- II. Estimated amount of the project contract: NT\$ 1,198,360 thousand (tax included)
- III. The purpose, necessity and anticipated benefit of the acquisition or disposal of assets:
  1. The purpose and necessity of the acquisition or disposal of assets:  
To meet the construction needs of construction project, it is proposed to issue the construction contracts.
  2. Expected benefits:  
Effectively control the quality and the progress of the project, and make sales and obtain profits.
- IV. The reason for choosing the related party as a transaction counterparty:  
“Pucheng Construction Co., Ltd.,” the counterparty of this planned transaction, is a construction company affiliated to Pauian Construction Group. It has rich experience in contracted construction projects and excellent construction quality and construction schedule control. Previously, it also handled the construction of the Company’s projects of “Song Yong” and “Pauian Pau-Garden.” It is planned to invite Pucheng Construction Co., Ltd. to participate in bidding or quotation process for outsourcing of the Company’s Linkou Lixing Section project. After carrying out the Company's internal control procedures related to the construction project contract award, if its conditions are the most preferable, the Company will sign a construction project contract with it.
- V. With respect to the acquisition of real property or right-of-use assets thereof from a related party, information regarding appraisal of the reasonableness of the preliminary transaction terms in accordance with Articles 16 and 17:  
The project is a construction project contract, so it is not applicable.
- VI. The date and price at which the related party originally acquired the real property, the original transaction counterparty, and that transaction counter party's relationship to the company and the related party:  
The project is a construction project contract, so it is not applicable.
- VII. Monthly cash flow forecasts for the year commencing from the anticipated month of signing of the contract, and evaluation of the necessity of the transaction, and reasonableness of the funds utilization:
  1. The Company's cash income and expenditure forecast matrix for the next fiscal year, as attached
  2. The necessity of the transaction and the rationality assessment of the use of funds:  
It is necessary to issue a contract for the construction project of the Company. The payment for the contracted works will be made according to the project progress and budget, and the use of funds shall be reasonable.
- VIII. An appraisal report from a professional appraiser or a CPA's opinion obtained in accordance with preceding Article: N/A.
- IX. Restrictive covenants and other important stipulations associated with the transaction: N/A.



## Evaluation Form for Construction Project Contract to be Signed with the Related Party

According to paragraph 1 of Article 15 of the Standards for the Regulations Governing the Acquisition and Disposal of Assets by Public Companies, the items to be evaluated are as follows:

- I. Construction project: Xinzhoumei Section, Taipei City
- II. Estimated amount of the project contract: NT\$ 1,184,585 thousand (tax included)
- III. The purpose, necessity and anticipated benefit of the acquisition or disposal of assets:
  1. The purpose and necessity of the acquisition or disposal of assets:  
To meet the construction needs of construction project, it is proposed to issue the construction contracts.
  2. Expected benefits:  
Effectively control the quality and the progress of the project, and make sales and obtain profits.
- IV. The reason for choosing the related party as a transaction counterparty:  
“Pucheng Construction Co., Ltd.,” the counterparty of this planned transaction, is a construction company affiliated to Pauian Construction Group. It has rich experience in contracted construction projects and excellent construction quality and construction schedule control. Previously, it also handled the construction of the Company’s projects of “Song Yong” and “Pauian Pau-Garden.” It is planned to invite Pucheng Construction Co., Ltd. to participate in bidding or quotation process for outsourcing of the Company’s Xinzhoumei Section project, Taipei City. After carrying out the Company's internal control procedures related to the construction project contract award, if its conditions are the most preferable, the Company will sign a construction project contract with it.
- V. With respect to the acquisition of real property or right-of-use assets thereof from a related party, information regarding appraisal of the reasonableness of the preliminary transaction terms in accordance with Articles 16 and 17:  
The project is a construction project contract, so it is not applicable.
- VI. The date and price at which the related party originally acquired the real property, the original transaction counterparty, and that transaction counter party's relationship to the company and the related party:  
The project is a construction project contract, so it is not applicable.
- VII. Monthly cash flow forecasts for the year commencing from the anticipated month of signing of the contract, and evaluation of the necessity of the transaction, and reasonableness of the funds utilization:
  1. The Company's cash income and expenditure forecast matrix for the next fiscal year, as attached
  2. The necessity of the transaction and the rationality assessment of the use of funds:  
It is necessary to issue a contract for the construction project of the Company. The payment for the contracted works will be made according to the project progress and budget, and the use of funds shall be reasonable.
- VIII. An appraisal report from a professional appraiser or a CPA's opinion obtained in accordance with preceding Article: N/A.
- IX. Restrictive covenants and other important stipulations associated with the transaction: N/A.

## Evaluation Form for Construction Project Contract to be Signed with the Related Party

According to paragraph 1 of Article 15 of the Standards for the Regulations Governing the Acquisition and Disposal of Assets by Public Companies, the items to be evaluated are as follows:

- I. Construction project: Zhongli Zhongyun Section
- II. Estimated amount of the project contract: NT\$ 411,645 thousand (tax included)
- III. The purpose, necessity and anticipated benefit of the acquisition or disposal of assets:
  1. The purpose and necessity of the acquisition or disposal of assets:  
To meet the construction needs of construction project, it is proposed to issue the construction contracts.
  2. Expected benefits:  
Effectively control the quality and the progress of the project, and make sales and obtain profits.
- IV. The reason for choosing the related party as a transaction counterparty:  
“Pucheng Construction Co., Ltd.,” the counterparty of this planned transaction, is a construction company affiliated to Pauian Construction Group. It has rich experience in contracted construction projects and excellent construction quality and construction schedule control. Previously, it also handled the construction of the Company’s projects of “Song Yong” and “Pauian Pau-Garden.” It is planned to invite Pucheng Construction Co., Ltd. to participate in bidding or quotation process for outsourcing of the Company’s Zhongli Zhongyun Section project. After carrying out the Company's internal control procedures related to the construction project contract award, if its conditions are the most preferable, the Company will sign a construction project contract with it.
- V. With respect to the acquisition of real property or right-of-use assets thereof from a related party, information regarding appraisal of the reasonableness of the preliminary transaction terms in accordance with Articles 16 and 17:  
The project is a construction project contract, so it is not applicable.
- VI. The date and price at which the related party originally acquired the real property, the original transaction counterparty, and that transaction counter party's relationship to the company and the related party:  
The project is a construction project contract, so it is not applicable.
- VII. Monthly cash flow forecasts for the year commencing from the anticipated month of signing of the contract, and evaluation of the necessity of the transaction, and reasonableness of the funds utilization:
  1. The Company's cash income and expenditure forecast matrix for the next fiscal year, as attached
  2. The necessity of the transaction and the rationality assessment of the use of funds:  
It is necessary to issue a contract for the construction project of the Company. The payment for the contracted works will be made according to the project progress and budget, and the use of funds shall be reasonable.
- VIII. An appraisal report from a professional appraiser or a CPA's opinion obtained in accordance with preceding Article: N/A.
- IX. Restrictive covenants and other important stipulations associated with the transaction: N/A.

## Evaluation Form for Construction Project Contract to be Signed with the Related Party

According to paragraph 1 of Article 15 of the Standards for the Regulations Governing the Acquisition and Disposal of Assets by Public Companies, the items to be evaluated are as follows:

- I. Construction project: Yong Jing Project
- II. Estimated amount of the project contract: NT\$ 194,640 thousand (tax included)
- III. The purpose, necessity and anticipated benefit of the acquisition or disposal of assets:
  1. The purpose and necessity of the acquisition or disposal of assets:  
To meet the construction needs of construction project, it is proposed to issue the construction contracts.
  2. Expected benefits:  
Effectively control the quality and the progress of the project, and make sales and obtain profits.
- IV. The reason for choosing the related party as a transaction counterparty:  
“Pucheng Construction Co., Ltd.,” the counterparty of this planned transaction, is a construction company affiliated to Pauian Construction Group. It has rich experience in contracted construction projects and excellent construction quality and construction schedule control. Previously, it also handled the construction of the Company’s projects of “Song Yong” and “Pauian Pau-Garden.” It is planned to invite Pucheng Construction Co., Ltd. to participate in bidding or quotation process for outsourcing of the Company’s Yong Jing project. After carrying out the Company's internal control procedures related to the construction project contract award, if its conditions are the most preferable, the Company will sign a construction project contract with it.
- V. With respect to the acquisition of real property or right-of-use assets thereof from a related party, information regarding appraisal of the reasonableness of the preliminary transaction terms in accordance with Articles 16 and 17:  
The project is a construction project contract, so it is not applicable.
- VI. The date and price at which the related party originally acquired the real property, the original transaction counterparty, and that transaction counter party's relationship to the company and the related party:  
The project is a construction project contract, so it is not applicable.
- VII. Monthly cash flow forecasts for the year commencing from the anticipated month of signing of the contract, and evaluation of the necessity of the transaction, and reasonableness of the funds utilization:
  1. The Company's cash income and expenditure forecast matrix for the next fiscal year, as attached
  2. The necessity of the transaction and the rationality assessment of the use of funds:  
It is necessary to issue a contract for the construction project of the Company. The payment for the contracted works will be made according to the project progress and budget, and the use of funds shall be reasonable.
- VIII. An appraisal report from a professional appraiser or a CPA's opinion obtained in accordance with preceding Article: N/A.
- IX. Restrictive covenants and other important stipulations associated with the transaction: N/A.

**Evaluation Form for Joint Construction Contracts  
to be Signed with the Related Party**

Property intended to be acquired from the related party: Five parcels of land, including Lot No. 706-1 and other, located in 1th subsection, Zhengyi Section, Zhongshan District, Taipei City, with a total area of 232.02 pings.

According to paragraph 1 of Article 15 of the Standards for the Regulations Governing the Acquisition and Disposal of Assets by Public Companies, the items to be evaluated are listed as follows:

- I. The purpose, necessity and anticipated benefit of the acquisition or disposal of assets:
  1. The purpose and necessity of the acquisition or disposal of assets:  
To increase the number of construction projects and maximize development profits, it is necessary to propose the joint construction contract signed with the related party.
  2. Expected benefits:  
After signing the joint construction contract, the Company will proceed with planning, building, and selling the construction project to realize development profits.
- II. The reason for choosing the related party as a transaction counterparty:  
The related party, BAO MA ASSET DEVELOPMENT & MANAGEMENT CO., LTD, Ltd., is the landowner of the development project.
- III. With respect to the acquisition of real property or right-of-use assets thereof from a related party, information regarding appraisal of the reasonableness of the preliminary transaction terms in accordance with Articles 16 and 17: N/A
- IV. The date and price at which the related party originally acquired the real property, the original transaction counterparty, and that transaction counter party's relationship to the company and the related party: N/A.
- V. Monthly cash flow forecasts for the year commencing from the anticipated month of signing of the contract, and evaluation of the necessity of the transaction, and reasonableness of the funds utilization:
  1. The Company's cash income and expenditure forecast matrix for the next fiscal year, as attached.
  2. The necessity of the transaction and the rationality of the use of funds:  
To increase the number of construction projects and maximize development profits, it is necessary to propose the joint construction contract signed with the related party. The Company can obtain reasonable development profit from investing in this project. After the resolution by the shareholders' meeting, the Company will sign the joint construction contract and make relevant payments accordingly. Therefore, the use of funds is deemed reasonable.
- VI. An appraisal report from a professional appraiser or a CPA's opinion obtained in accordance with preceding Article:  
The required appraisal report, issued by a professional appraiser, has been obtained in accordance with the provisions, and will obtain an updated valuation report before signing the contract.
- VII. Restrictive covenants and other important stipulations associated with the transaction: N/A.

# Better Life Group Co., Ltd.

Monthly cash flow forecasts for the next year

Item/Month	2025/4	2025/5	2025/6	2025/7	2025/8	2025/9	2025/10	2025/11	2025/12	2026/1	2026/2	2026/3
Cash balance of the previous period	607,134	599,251	589,444	581,595	611,077	655,064	907,027	907,161	920,649	1,157,089	1,018,389	888,904
Add: Revenue	2,045	75	175	52,131	52,122	275,114	9,855	22,169	245,487	120	-	-
Less: Expense	9,928	9,882	8,024	22,649	8,135	23,151	9,721	8,681	9,047	138,820	129,485	129,504
Cash balance of the current period	599,251	589,444	581,595	611,077	655,064	907,027	907,161	920,649	1,157,089	1,018,389	888,904	759,400

**Better Life Group Co., Ltd.**  
**List of Independent Directors Candidates**

Title Type	Name	Education	Experience	Current Positions	Number of shares held
Independent Director	Chia-Wei Tai	Fu Jen Catholic University -Department of Business Administration	SinoPac Securities Co., Ltd. - Deputy General Manager of General Manager Office	Companies serving as independent directors: • Silicon Integrated Systems Corp. • Hu Lane Associate Inc. • Family International Gourmet Co., Ltd.  Companies serving as directors: • Siang Sian Restaurant Co., Ltd.	0

Table of lifting of non-competition restrictions of independent director candidates

Title	Name	Positions held concurrently
Independent Director	Chia-Wei Tai	Independent Director of Silicon Integrated Systems Corp.
		Independent Director of Hu Lane Associate Inc.
		Independent Director of Family International Gourmet Co., Ltd.
		Director of Siang Sian Restaurant Co., Ltd.

## Better Life Group Co., Ltd. Article of Incorporation(Before Amendment)

### Chapter I General Rules

Article 1: The Company shall be incorporated according to regulations related to company limited by shares specified in the Company Act and its name shall be Better Life Group Co., Ltd.

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

1. Processing, manufacturing and trading of electronic parts and glass fiber and glass products.
2. Processing, manufacturing and trading of ceramic products and building materials.
3. Processing, manufacturing and trading of plastic casing of television and radio, etc.
4. Import/export and distribution of relevant productions and equipment raw materials of preceding paragraphs.
5. Rental business of relevant machinery and equipment of preceding paragraphs.
6. Entrust construction contractors to construct public housing and commercial buildings as well as lease and sale business
7. Garden greening planning design and forest playground business operation. (excluding business of architect)
8. H703010 Factory Rental.
9. H703020 Warehouse Rental.
10. H703030 Office building rental.
11. H703050 Conference Room Rental
12. H701020 Industrial Factory Development and Rental.
13. J101040 Waste Treatment.
14. J101030 Waste Disposal.
15. IZ99990 Other Industrial and Commercial Services (Food, Drug Research and Development).
16. A102040 Recreational Agriculture.
17. CC01080 Electronics Components Manufacturing.
18. F119010 Wholesale of Electronic Materials.
19. F219010 Retail Sale of Electronic Materials.
20. CC01090 Manufacture of Batteries and Accumulators.
21. F113110 Wholesale of Batteries.
22. F213110 Retail Sale of Batteries.
23. F113030 Wholesale of Precision Instruments.
24. F113070 Wholesale of Telecommunication Apparatus.
25. F213060 Retail Sale of Telecommunication Apparatus.
26. F401021 Import of Controlled Telecommunications Radio-Frequency Devices and Materials
27. I103030 Hospital Management Consulting Services.
28. EZ01010 Well Drilling Services.
29. EZ07010 Drilling Engineering.
30. B201010 Mining of Metal Ores.
31. B301010 Mining of Non-metallic.
32. C901020 Glass and Glass Products Manufacturing.
33. CG01010 Jewelry and Precious Metals Products Manufacturing.



34. F115020 Wholesale of Ores.
35. F215020 Retail Sale of Ores.
36. CE01030 Optical Instruments Manufacturing.
37. H701010 Housing and Building Development and Rental.
38. H701040 Specific Area Development.
39. H701050 Investment, Development and Construction in Public Construction.
40. H701060 New Towns, New Community Development.
41. H701070 Process Zone Expropriation and Urban Land Readjustment Agency.
42. H701080 Urban Renewal Reconstruction.
43. ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.

The operation of the aforementioned businesses shall comply with relevant laws and regulations.

- Article 3: For relevant businesses described in the preceding article, external guarantees may be provided to business operators in the same industry. The external re-investment made by the Company may exceed more than 40% of the paid-in capital of the Company, and the board of directors is authorized to execute such investment.
- Article 4: The Company shall have its head office in Taipei City, and when it is determined to be necessary, upon the resolution of the board of directors, branch offices and factories may be established domestically or overseas.

## **Chapter II Shares**

- Article 5: The total capital of the Company shall be NT\$ 6,750,000,000, divided into 675,000,000 shares, at a par value of NT\$ 10, and the board of directors is authorized to perform share issuance at discrete times. Special shares may be issued within the aforementioned total amount.
- For the total capital amount described in the preceding paragraph, an amount of NT\$40,000,000 shall be reserved for the issuance of employee share subscription warrants, for a total of 4,000,000 shares at a par value of NT\$ 10 per share, which may be issued at discrete times in accordance with the resolution of the board of directors.
- Article 6: After the share certificates of the Company share approved for registration, the shares shall be signed or sealed by the director representing the Company and shall be certified for issuance of the share certificates according to the laws.
- During the issuance of new shares, the Company may consolidate the total number of current issuance for printing of share certificates, and may also adopt the method of exemption of printing of share certificates for the issuance of shares, and the Company shall appoint a centralized securities custody enterprise/institution for registration of the shares.
- Article 7: The shares of the Company shall be in registered form. Shareholders shall use their real names. For those using the corporate name or alias, the names and addresses of the shareholders or their representatives shall be recorded in the shareholders' roster of the Company.
- Article 8: Shareholders of the Company performing shareholder services of share transfer, creation of rights and pledges, reporting of loss, inheritance, gift and chop loss, change or address change, etc., unless the laws and securities regulations specify otherwise, shall be handled in accordance with the "Regulations Governing the Administration of Shareholder Services of Public Companies".

Article 9: Any transfer registration of shares shall be prohibited within sixty days prior to the ordinary shareholders' meeting, thirty days prior to the extraordinary shareholders' meeting, or five days prior to the record date for the distribution of dividends and bonuses or other interests by the Company.

### **Chapter III Shareholders' Meeting**

Article 10: The shareholders' meeting shall be classified into two types of the ordinary shareholders' meeting and extraordinary shareholders' meeting:

I. An ordinary shareholders' meeting shall be convened within six months after the end of each fiscal year.

II. An extraordinary shareholders' meeting shall be convened whenever necessary according to the laws.

Unless otherwise specified in the Company Act, the shareholders' meeting shall be convened by the board of directors.

During the convention of the shareholders' meeting, video conference or other methods announced by the central competent authority may be adopted.

Article 11: All shareholders shall be informed of the date, location and reasons of convention thirty days before the convention of an ordinary shareholders' meeting, and fifteen days before the convention of an extraordinary shareholders' meeting.

Shareholders holding less than 1,000 shares may be informed with the announcement according to the aforementioned time limit.

Article 12: Each shareholder of the Company shall be entitled to one vote for each share held, except when the shares are restricted shares or are deemed non-voting shares under Paragraph 2 of Article 179 of the Company Act.

Article 13: A shareholders' meeting, unless otherwise specified in the Company Act, shall be attended by a majority of the shareholders presented representing more than half of the total number of the outstanding shares in order to convene the shareholders' meeting, and resolutions thereof shall be executed based on the majority of the voting rights of the attending shareholders.

Article 14: Where a shareholder for any reasons cannot attend the shareholders' meeting in person, he or she may appoint a proxy to attend a shareholders' meeting in his/her/its behalf by executing a power of attorney printed by the Company, and the power of attorney shall be delivered to the Company five days before the convention of the shareholders' meeting.

With the exception of a trust enterprise or a shareholder services agent approved by the competent securities authority, when one person is concurrently appointed as proxy by two or more shareholders, the voting rights represented by that proxy may not exceed 3% of the voting rights represented by the total number of issued shares. If that percentage is exceeded, the voting rights in excess of that percentage shall not be included in the calculation.

In case of any duplicates of power of attorneys described in the preceding paragraph, the one served to the Company first shall prevail; however, where a declaration is made to cancel the previous power of attorney, such restriction shall not be applied.

Article 15: During the convention of a shareholders' meeting, the chairman shall act as the chair. In case where the chairman is absent due to reasons, the vice chairman shall act as the deputy chair. Where the vice chairman is also absent due to reasons, the chairman shall designate a director to act as the deputy chair. In case where no director is designated by the chairman, the directors shall elect one person among themselves to act as the deputy chair.

Article 16: Resolutions made in a shareholders' meeting shall be recorded in meeting minutes and shall be handled according to Article 183 of the Company Act.

## **Chapter IV Directors**

Article 17: The Company shall have seven to eleven director, and the candidates nomination system is adopted. The directors shall be elected by the shareholders' meeting from the candidate roster. The nomination method shall be handled according to Article 192-1 of the Company Act. The term of office of directors shall be three years, and the directors may be eligible for re-elections. In case where no election of new directors is effected after the expiration of the term of office of existing directors, the term of office of out-going directors shall be extended until the time new directors have been elected and assumed their office.

In the roster of directors described in the preceding paragraph, the number of Independent Directors shall not be less than three and shall not be less than one fifth of the total number of Directors. Relevant matters of the professional qualification, shareholding, concurrent job position limitation, nomination and election methods of the independent directors and other necessary requirements shall be handled according to relevant laws and regulations.

Article 18: The board of directors shall be formed by the directors, and one of the directors shall be elected as the chairman, and another director shall be elected as the vice chairman.

The chairman shall internally execute the authorities of the board of directors and shall also represent the Company externally.

Article 19: The board of directors' meetings shall be convened at least once quarterly. During the convention of the board of directors' meeting, notices indicating the reasons of convention shall be delivered to all directors seven days in advance; provided that in case of emergencies, such meeting may be convened at any time. The notice for the convention of the board of directors' meeting may be made in writing or in the form of electronic transmission, after obtaining prior consent from the recipients thereof.

When the number of vacancies of directors reaches one third of the total number of directors, or when all of the independent directors are discharged, the board of directors shall convene an extraordinary shareholders' meeting within sixty days to fill the vacancies.

Article 20: Where a director cannot attend the board of directors' meeting due to reasons, he or she may issue a written power of attorney to appoint another director to attend the meeting as a proxy on his or her behalf.

In case a meeting of the board of directors is proceeded via visual communication network, then the directors taking part in such a visual communication meeting shall be deemed to have attended the meeting in person.

Article 21: The chairman shall the chair of the board of directors' meeting. In case where the chairman is on leave or cannot exercise his power and authority for any cause, the vice chairman may act as a proxy thereof. If the vice chairman is also on leave or cannot exercise his power due to reasons, the chairman may appoint a director to act as a proxy thereof. In case where the chairman fails to appoint a proxy, the directors shall elect one person from among the directors to act as the proxy.

Article 22: Unless otherwise specified in the Company Act, a board of directors' meeting shall be attended by a majority of the directors in order to convene the meeting, and resolutions thereof shall be executed based on the consents of a majority of the attending directors.

Article 23: The authorities of the board of directors are as follows:

- (I) Determination of business plan and business execution supervision.
- (II) Review of important rules and contracts.
- (III) Appointment and dismissal of president.
- (IV) Review of budget and final accounts.
- (V) Determine distribution of earnings.
- (VI) Proposal and resolution for capital increase/decrease.
- (VII) Review and execution of external investment cooperation.
- (VIII) Approval of the purchase and disposition of important properties.
- (IX) Convention of shareholders' meeting.
- (X) Other authorities according to the laws and granted by the shareholders' meeting.

Article 24: When directors of the Company are performing duties of the Company, regardless whether the Company is operating at a loss or profit, the Company may pay remuneration to directors, and the board of directors is authorized to handle the remuneration according to the common standard adopted in the same industry and relevant laws.

## **Chapter V Audit Committee**

Article 25: The Company establishes the audit committee according to Article 14-4 of the Securities and Exchange Act, and the audit committee shall be formed by all of the independent directors, responsible for executing the authorities of supervisors according to the Company Act, Securities and Exchange Act and other laws and regulations.

Article 26: The members, exercise of authorities and other required compliance matters of the audit committee shall be handled according to relevant laws and regulations, and the charter of the audit committee shall be further established by the board of directors.

## **Chapter VI Managerial Officers and Employees**

Article 27: The Company shall have one president to follow instructions of the chairman and to execute resolutions of the board of directors, and to manage all matters of the Company. The Company has several vice presidents to assist the president to handle affairs.

Article 28: The Company installs managerial officers according to the provisions of the Company Act, and the appointment, dismissal and the remuneration of the managerial officers shall be handled in accordance with Article 29 of the Company Act and relevant laws and regulations. For the rest of the employees, the president determines the employment or dismissal of the employees based on the negotiation with the chairman.

## **Chapter VII Final Accounts and Dividend Policy**

Article 29: The fiscal year of the Company adopts the annual system, and at the end of each fiscal year, the board of directors shall prepare the following reports and statements for submission to the shareholder's meeting for ratification.

- (I) Business Report.
- (II) Financial Statements.
- (III) Proposal for Distribution of Surplus Earnings or Covering Losses

Article 30: Regarding the determination on the proposal of earnings distribution, the board of directors of the Company shall consider the future capital expense budget and demand of fund of the Company and shall also evaluate the necessity to fulfill the demand of fund with the surplus earnings in order to determine the amount of earnings to be reserved or distributed as well as the amount of distribution of dividends or bonuses in cash or stock to shareholders.

For the net profit before tax of the current period before deduction of the remuneration of employees and remuneration of directors of the Company, not less than 4% of such profit shall be appropriated as the remuneration of employees, and no higher than 4% of such profit shall be appropriated as the remuneration of directors and supervisors. However, if the Company still has accumulated losses (including adjustment of undistributed earnings amount), an amount shall be reserved for making up the accumulated loss first. The subjects for the issuance of remunerations may include employees of a holding or subordinate company satisfy certain criteria, and the board of directors is authorized to specify such criteria.

Where the Company has a net profit after tax in the final accounts of the current year, amount shall be appropriated to compensate accumulated losses (including adjustment of undistributed earnings amount) first, followed by appropriating 10% of such profit as the legal reserve; provided that the aggregate of the legal reserve has reached the paid-in capital of the Company, such requirement shall not be applied. In addition, special reserve may be set aside or reversed depending upon the business needs or according to the regulations of the competent authority. For the remaining earnings together with the initial undistributed earnings (including adjustment of undistributed earnings amount), the board of directors may establish the proposal for distribution of earnings, and when it is performed via the method of issuance of new shares, it shall be reported to the shareholders' meeting for resolution before the distribution thereof.

The distribution of earnings described in the preceding paragraph may be made in the form of stock or cash; provided that the issuance of cash bonus shall not be lower than 10% of the total dividend distribution amount for the current year.

When all or a portion of the dividends and bonuses or legal reserve and capital reserve distributed by the Company are made in the form of cash, the board of directors may be authorized to execute the distribution in accordance with the resolution of the board of directors' meeting attended by more than two thirds of the directors and the consents of a majority of the attending directors. In addition, report to the shareholders' meeting shall also be made.

Regarding the employees for the stocks repurchased by the Company according to the law, employees for the issuance of employee stock option certificates, employees for subscription of shares during the issuance of new shares or for the issuance of restricted stock for employees, the aforementioned employees may include employees of parent or subsidiaries of the Company meeting certain specific requirements. The board of directors is authorized to determine the criteria and subscription method thereof.

Article 31: The organizational charters and operational rules of the Company shall be further established.

Article 32: For any matters not specified in these Articles of Incorporation, such matters shall be handled in accordance with the provisions of the Company Act and other relevant laws.

Article 33: These Articles of Incorporation were duly enacted on May 2, 1978, the 1st amendment was made by the extraordinary shareholders' meeting on October 26,

1978, the 2nd amendment was made on June 18, 1980, the 3rd amendment was made on February 18, 1981, the 4th amendment was made on May 30, 1981, the 5th amendment was made on September 26, 1980, the 6th amendment was made on January 10, 1984, the 7th amendment was made on May 2, 1986, the 8th amendment was made on January 15, 1988, the 9th amendment was made on June 30, 1988, the 10th amendment was made on April 8, 1989, the 11th amendment was made on May 10, 1990, the 12th amendment was made on April 17, 1991, the 13th amendment was made on June 9, 1992, the 14th amendment was made on June 14, 1993, the 15th amendment was made on June 6, 1994, the 16th amendment was made on October 18, 1994, the 17th amendment was made on April 17, 1995, the 18th amendment was made on March 25, 1996, the 19th amendment was made on October 14, 1997, the 20th amendment was made on June 24, 1999, the 21st amendment was made on September 28, 2000, the 22nd amendment was made on June 28, 2001, the 23rd amendment was made on June 28, 2002, the 24th amendment was made on June 30, 2003, the 25th amendment was made on September 6, 2004, the 26th amendment was made on June 30, 2005, the 27th amendment was made on October 14, 2005, the 28th amendment was made on June 28, 2007, the 29th amendment was made on June 26, 2009, the 30th amendment was made on May 27, 2010, the 31st amendment was made on June 17, 2011, the 32nd amendment was made on June 28, 2012, the 33rd amendment was made on June 26, 2013, the 34th amendment was made on June 16, 2015, the 35th amendment was made on June 21, 2016, the 36th amendment was made on June 27, 2017, the 37th amendment was made on June 28, 2019, the 38th amendment was made on June 18, 2020, the 39th amendment was made on June 30, 2022, and the 40th amendment was made on May 3, 2024. These Articles of Incorporation shall take effect after having been submitted to and approved by a shareholders' meeting. Subsequent amendments thereto shall be effected in the same manner.

## **Better Life Group Co., Ltd.**

### **Operational Procedures for Loaning Funds to Others and Endorsements/Guarantees (Before Amendments)**

Approved by the shareholders' meeting on June 18, 2020

**Article 1: Purpose**

These Operational Procedures are established to enhance financial management for intercompany lending and endorsements/guarantees and to reduce operational risk.

**Article 2: Basis**

These Operational Procedures are formulated in accordance with the Company Act and relevant regulations of the Financial Supervisory Commission.

**Article 3: The Company's loaning of funds to others shall comply with the following conditions, and shall not be loaned to shareholders or any other person, and shall be handled in accordance with these procedures:**

- I. Companies or business entities with business dealings.
- II. Companies or business entities with a need for short-term financing. The term "short-term" refers to a period of one year or one operating cycle, whichever is longer. The term "short-term financing need" refers to the following circumstances:
  - (I) Companies in which the Company directly or indirectly holds 50% or more of the voting shares and that require short-term financing for business operations.
  - (II) Companies or business entities with a need for short-term financing for procurement or operational cash flow.

**Article 4: The aggregate amount of funds loaned by the Company to others shall not exceed 40% of the Company's net worth as presented in its most recent financial statements, audited or reviewed by a certified public accountant, and shall comply with the following provisions:**

- I. The total amount of funds loaned shall not exceed 40% of the Company's net worth. However, for loans made due to short-term financing needs between companies or business entities, the aggregate amount shall be limited to 20% of the Company's net worth.

- II. For companies or business entities that have business dealings with the Company, the individual loan amount shall not exceed the total transaction amount between the two parties. The term "total transaction amount" refers to the higher of the purchase or sales amount between the two parties.
- III. For companies or business entities with short-term financing needs, the individual loan amount shall not exceed 10% of the Company's net worth.
- IV. The restrictions in this Article shall not apply to fund loans made between foreign companies in which the Company directly or indirectly holds 100% of the voting shares, or from such wholly-owned foreign subsidiaries to the Company. However, the aggregate amount of loans and limits for individual borrowers must still be established, the lending period must be specified, and all such transactions shall be handled in accordance with Article 6.

**Article 5: In addition to meeting the requirements set forth in Article 3, any extension of loans to others must first undergo a detailed review process conducted by the Finance and Accounting Department. This process shall include the following:**

- I. Assessment of the necessity and reasonableness of the loaning of funds to others.
- II. Due diligence and risk evaluation of the loan recipient, including their financial condition, debt repayment capacity, creditworthiness, profitability, purpose of the loan, maximum allowable loan amount, loan term, and interest rate terms.
- III. Assessment of the impact on the Company's operational risks, financial condition, and shareholders' equity.
- IV. Report on whether collateral should be obtained and an appraisal report of the value of such collateral, if required.

Before lending funds to others, the Company shall carefully assess whether it complies with the provisions of these Operating Procedures. This assessment result shall be submitted to the Board of Directors for resolution before proceeding, and no other person shall be authorized to make the decision.

Loaning of funds between the Company and its subsidiaries, or between its subsidiaries, shall be submitted to the Board of Directors for approval in accordance with the preceding paragraph, and the Chairperson may be authorized to make a loan to a single borrower within a certain monetary limit resolved by the



Board of Directors, and within a period of less than one year, in installments or in a revolving credit line. Unless the requirements of Article 4, Paragraph 4 are met, the "certain monetary limit" referred to in the preceding paragraph shall not exceed 10% of the net worth of the Company or its subsidiaries in the most recent financial statements.

If the Company has appointed Independent Directors, their opinions shall be duly considered when approving loans to others. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the meeting minutes of the board of directors meeting.

**Article 6: Matters to be Noted in Loaning of Funds:**

- I. The loan period for each financing transaction of the Company shall be determined by the Board of Directors in accordance with these Operational Procedures, based on the specific borrower and loan amount.
- II. The interest rate for loans provided by the Company shall be based on the prevailing average short-term lending rates offered by financial institutions at the time of the loan. In special circumstances, the rate may be adjusted according to actual needs upon approval by the Board of Directors.

**Article 7: Post-Loan Matters to be Noted:**

- I. Upon completion of each loan transaction, the Finance and Accounting Department shall record the following information in a logbook for reference: the borrower, loan amount, date of Board approval, date of disbursement, and matters that were prudently evaluated. The Department shall also assess the loan status, allocate an appropriate allowance for doubtful accounts, adequately disclose relevant information in the financial reports, and provide necessary data to the attesting CPAs.
- II. When the borrower repays the loan on or before the maturity date, interest payable shall first be calculated and paid together with the principal. Only after full repayment may the Company write off the loan or cancel any related mortgage registration.
- III. The Finance and Accounting Department shall regularly evaluate the financial condition, business operations, and credit status of the borrower and any guarantor. In the event of any significant change, it shall be reported immediately.
- IV. If the borrower fails to fulfill the loan agreement, the Company may lawfully proceed with the disposition of the provided collateral or seek

compensation from the guarantor.

- V. If, due to a change in circumstances, the borrower no longer meets the requirements of these Operational Procedures or if the loan balance exceeds the prescribed limit, the Company shall formulate a remediation plan, submit it to the Audit Committee for review, and complete the corrective measures according to the established timeline.

**Article 8: The Company's counterparties for endorsements and guarantees are as follows:**

- I. Companies with which the Company has business dealings.
- II. Companies in which the Company directly or indirectly holds more than 50% of the voting shares.
- III. For joint investment in construction or joint construction, the Company and co-builders may provide mutual endorsements and guarantees in accordance with contractual agreements; mutual endorsements and guarantees may also be provided between peers as required for contracted construction projects; in addition, for joint-and-several guarantees made in connection with the performance of pre-sale housing project contracts under the Consumer Protection Act, the restrictions set forth in this Article shall not apply.

Companies in which the Company directly or indirectly holds 90% or more of the voting shares may make endorsements and guarantees to each other, provided that the total amount does not exceed 10% of the Company's net worth. However, this restriction shall not apply to endorsements and guarantees made between companies in which the Company directly or indirectly holds 100% of the voting shares.

**Article 9: Scope of Endorsements and Guarantees under These Procedures**

- I. Endorsements and Guarantees:
  - (I) Endorsement of commercial paper for discounting.
  - (II) Issuance of negotiable instruments to non-financial enterprises as guarantees for the Company's own financing purposes.
  - (III) Issuance of checks to non-financial institutions as collateral for the financing of the Company
- II. "Endorsements and guarantees for customs duty purposes" refers to endorsements or guarantees made in connection with customs-related matters of the Company or other companies.

III. "Other endorsements and guarantees" refers to endorsements or guarantees not falling under the preceding two categories.

Where the Company provides collateral in the form of movable or immovable property to secure the borrowings of another company, whether by creating a pledge or a mortgage, such arrangements shall also be handled in accordance with these Procedures.

**Article 10: Limit on the Company's External Guarantees**

- I. The maximum amount of all endorsements/guarantees shall not exceed 40% of the net worth as in the most recent financial statements; the maximum amount of the endorsement/guarantee to a single enterprise shall not exceed 10% of the net worth as in the most recent financial statements except for subsidiaries that directly hold more than 50% of the Company's ordinary shares, to which the maximum amount of the endorsement/guarantee shall not exceed 20% of the net worth of the net worth as in the most recent financial statements. The net worth in the most recent financial statements audited or reviewed by the CPAs shall prevail.
- II: The maximum amount of all endorsements/guarantees provided by the Company and its subsidiaries shall not exceed 40% of the Company's net worth. The total amount of endorsements and guarantees provided to any single enterprise shall not exceed 20% of the Company's net worth.
- III. For endorsements and guarantees made due to business transactions with the Company, in addition to the limits set forth in the preceding two paragraphs, the amount of each individual endorsement or guarantee shall not exceed the transaction amount between the two parties. The term "transaction amount" refers to the higher of the purchase or sales amount between the two parties.

**Article 10-1:** Where the Company is engaged in a joint construction or co-development project, it may provide mutual guarantees with co-developers in accordance with contractual agreements. In addition, mutual guarantees with companies in the same industry for construction contracting purposes, for joint-and-several guarantees made in connection with the performance of pre-sale housing project contracts under the Consumer Protection Act, may also be provided. The total amount of such endorsements and guarantees shall not exceed 200% of the Company's net worth for the current period, and the amount for any single entity shall not exceed 100% of the

Company's net worth for the current period. These endorsements and guarantees shall not be subject to the limitations set forth in the preceding Article.

**Article 11: Decision-Making and Authorization Levels for Endorsements and Guarantees**

- I. When a department requires an endorsement or guarantee due to business needs, prior approval from the Board of Directors shall be obtained. However, to address time-sensitive matters, the Board may authorize the Chairman to make decisions in advance, within a single transaction limit of NT\$50 million, in accordance with the relevant provisions of these Procedures. Such actions shall be subsequently submitted to the Board of Directors for ratification. If the Board does not approve the endorsement or guarantee, a plan shall be established to eliminate the related commitment within a specified timeframe.
- II. In cases where, due to business needs, it is necessary to exceed the limits set forth in Article 10, such endorsement or guarantee shall only be made after it has been approved by resolution of the Board of Directors and jointly guaranteed by a majority of all directors. Furthermore, these Procedures shall be amended accordingly and submitted to the Shareholders' Meeting for ratification.
- III. If the Company has appointed Independent Directors, the opinions of each independent director should be fully considered during board discussions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the meeting minutes of the board of directors meeting.

**Article 12: Procedures for making endorsements/guarantees**

- I. When the Company processes an endorsement or guarantee, it shall do so in accordance with these Procedures. The Finance and Accounting Department shall conduct a detailed review of the qualifications of the endorsed or guaranteed entity and verify whether the proposed amount complies with the limits set forth in these Procedures. The Department shall also analyze the necessity and reasonableness of the endorsement or guarantee, assess the potential impact on the Company's operational risk, financial position, and shareholders' equity, and maintain a written record of such assessments. Where necessary, appropriate collateral shall be obtained.

- II. The Company shall maintain a dedicated registry for endorsements and guarantees. The registry shall include detailed information such as the party to whom the endorsement or guarantee is provided, the amount, the date of Board approval or Chairman's decision, the date of the endorsement or guarantee, and the matters requiring careful evaluation as specified in the preceding article.
- III. The Finance and Accounting Department shall assess or recognize any contingent losses related to the endorsements and guarantees and appropriately disclose such information in the Company's financial reports. Relevant data shall be provided to the attesting CPAs for the performance of necessary audit procedures.
- IV. For guarantees provided to foreign companies, the guarantee letter issued by the Company shall be signed by a person authorized by the Board of Directors.

When the Company or any of its subsidiaries provides an endorsement or guarantee for a subsidiary whose net worth is less than half of its paid-in capital, in addition to following the aforementioned procedures, the Company's internal auditors shall audit the endorsement and guarantee procedures and their implementation at least on a quarterly basis. Written audit records shall be maintained, and if any material violations are identified, the Audit Committee shall be notified in writing immediately.

**Article 13:** If, due to changes in circumstances, an endorsement or guarantee made by the Company no longer complies with the provisions of these Procedures or exceeds the prescribed limits, a remediation plan shall be established. The remediation plan shall be submitted to the Audit Committee for review and shall be implemented in accordance with the prescribed timeline.

**Article 14:** The Company shall designate the corporate seal registered with the Ministry of Economic Affairs as the exclusive seal for endorsements and guarantees. This seal shall be kept by a designated responsible person approved by the Board of Directors. The affixing of the seal or issuance of negotiable instruments shall be carried out in accordance with the Company's internal procedures.

### **Article 15: Procedures for Public Disclosure of Information**

- I. The Company shall publicly disclose and report the balances of loans to

others and endorsements and guarantees provided by the Company and its subsidiaries for the preceding month by the 10th day of each month.

- II. Where the outstanding balance of loans to others meets any of the following thresholds, the Company shall disclose and report the relevant information in the prescribed format, based on the nature of the transaction, within two days from the date of occurrence:
- (I) The aggregate balance of loans to others by the Company and its subsidiaries reaches 20% or more of the Company's net worth as stated in the most recent financial statements.
  - (II) The balance of loans to a single enterprise by the Company and its subsidiaries reaches 10% or more of the Company's net worth as stated in the most recent financial statements.
  - (III) The newly extended loan amount by the Company or any subsidiary is NT\$10 million or more, and the amount also accounts for 2% or more of the Company's net worth as stated in the most recent financial statements.

For subsidiaries of the Company that are not domestic public companies, any matters under Item III above that require public disclosure and reporting shall be handled by the Company on their behalf.

- III. Where the balance of endorsements and guarantees meets any of the following thresholds, the Company shall disclose and report the relevant information in the prescribed format, based on the nature of the transaction, within two days from the date of occurrence:
- (I) The aggregate balance of endorsements and guarantees provided by the Company and its subsidiaries reaches 50% or more of the Company's net worth as stated in the most recent financial statements.
  - (II) The balance of endorsements and guarantees to a single enterprise by the Company and its subsidiaries reaches 20% or more of the Company's net worth as stated in the most recent financial statements.
  - (III) The balance of endorsements and guarantees to a single enterprise by the Company and its subsidiaries is NT\$10 million or more, and the combined total of such endorsements and guarantees, the book value of investments accounted for under the equity method, and loans to the same enterprise reaches 30% or more of the Company's net worth as stated in the most recent financial statements.

(IV) The newly provided endorsement or guarantee amount by the Company or any subsidiary is NT\$30 million or more, and also accounts for 5% or more of the Company's net worth as stated in the most recent financial statements.

For any subsidiary of the Company that is not a domestic public company, if it is subject to the disclosure and reporting requirements under Subparagraph 3, Item IV of the preceding paragraph, such disclosure and reporting shall be carried out by the Company on its behalf.

As referred to in these Procedures, "public disclosure and reporting" means inputting the relevant information into the information reporting website designated by the Financial Supervisory Commission. The term "date of occurrence" refers to the earliest of the contract signing date, payment date, Board resolution date, or any other date on which the loan or endorsement and guarantee recipient and amount can be confirmed.

**Article 16: Management of Subsidiaries**

- I. Each subsidiary shall report to the Company by the 5th day of each month the amount, counterparty, and term of any loans to others and endorsements or guarantees made in the preceding month.
- II. If a subsidiary of the Company intends to lend funds to others or provide endorsements or guarantees, it shall establish its own "Operational Procedures for Loaning Funds to Others and Endorsements/Guarantees" in accordance with applicable regulations and handle such matters in compliance with those procedures.
- III. If a subsidiary of the Company is not a public company and its provision of loans or endorsements/guarantees reaches the threshold requiring public disclosure and reporting, the Company shall make the necessary disclosure, reporting, and submission on its behalf.

**Article 17:** Internal auditors shall conduct quarterly audits of the procedures for loans and endorsements/guarantees and their implementation, and shall prepare written records of such audits. If any material violations are identified, the Audit Committee shall be notified in writing immediately.

**Article 18:** Personnel who violate these Procedures or related legal and regulatory requirements may be subject to disciplinary actions by the Company based on the severity of the violation. Such actions may include warnings, demerits, demotion, suspension, salary reduction, or other penalties. These violations shall also be included as part of the Company's internal review.

**Article 19:** Any matters not addressed in these Procedures shall be handled in accordance with applicable financial regulations and the relevant rules and policies of the Company. Where the competent authority makes any amendment to the "Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees by Public Companies" or further announces a letter or decree, the Company shall comply with the regulations specified in the new letter or decree.

**Article 20:** The establishment or amendment of these Procedures shall be subject to the approval of more than one-half of all Audit Committee members and shall be submitted to the Board of Directors for resolution. Implementation shall follow approval by the Shareholders' Meeting. If any director expresses an objection that is recorded or stated in writing, the Company shall submit such objection to the Audit Committee and include it for discussion at the Shareholders' Meeting. During discussions by the Board of Directors, these Procedures for Acquisition and Disposal of Assets shall be submitted for discussion by the board of directors, and the board of directors shall take into full consideration each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the meeting minutes of the board of directors meeting.

In case where the consents of more than one-half of all members of the audit committee cannot be obtained in the preceding Paragraph, then the consents of more than two-thirds of all directors shall be obtained, and the meeting minutes of the board of directors' meeting shall be recorded with the resolution of the audit committee.

The terms "all audit committee members" and "all directors" shall be counted as the actual number of persons currently holding those positions.



## **Better Life Group Co., Ltd.**

### **Regulations Governing the Election of Directors and Independent Directors**

1. The election of directors of the Company shall be conducted in accordance with the provisions of these Regulations, unless otherwise stipulated by laws or Articles of Incorporation.
2. The cumulative voting method shall be used for election of the directors at the Company. Each share will have voting rights in number equal to the directors to be elected, and may be cast for a single candidate or split among multiple candidates. Independent directors and non-independent directors shall be elected together, and the number of elected persons shall be calculated separately.

Elections of directors at the Company shall be conducted in accordance with the candidate nomination system and procedures set out in Article 192-1 of the Company Act.

The method of accepting the nomination of director candidates, announcements and other matters to be complied with shall be handled in accordance with the Company Act, the Securities and Exchange Act and other relevant laws and regulations.

3. The board of directors shall prepare separate ballots for directors in numbers corresponding to the directors or supervisors to be elected. The number of voting rights associated with each ballot shall be specified on the ballots, which shall then be distributed to the attending shareholders at the shareholders meeting. Attendance card numbers printed on the ballots may be used instead of recording the names of voting shareholders.
4. Before the election begins, the chair shall appoint a number of persons with shareholder status to perform the respective duties of vote monitoring and counting personnel. The vote monitoring and counting personnel shall have shareholder status.
5. The ballot boxes shall be prepared by the board of directors and publicly checked by the vote monitoring personnel before voting commences.
6. A ballot is invalid under any of the following circumstances:
  - (1) The ballot was not prepared by a person with the right to convene.
  - (2) A blank ballot is placed in the ballot box.
  - (3) The writing is unclear and indecipherable or has been altered.
  - (4) The candidate whose name is entered in the ballot does not conform to the director candidate list.
  - (5) Other words or marks are entered in addition to the number of voting rights allotted.

7. The directors of the Company shall be elected by the shareholders' meeting from those with full capacity to make judicial acts based on the Articles of Incorporation. Those receiving ballots representing the highest numbers of voting rights will be elected sequentially according to their respective numbers of votes.
8. If two or more persons elected as directors according to the preceding paragraph have the same number of votes and the prescribed number of elected directors is exceeded, those who have the same number of votes will draw lots to decide who shall hold the position, and the chairman will draw lots for those who are not present.
9. The voting rights shall be calculated on site immediately after the end of the poll.
10. These Regulations shall take effect after having been submitted to and approved by a shareholders' meeting. Subsequent amendments thereto shall be effected in the same manner.
  - 1st amendment approved on June 26, 1997.
  - 2nd amendment approved on June 28, 2002.
  - 3rd amendment approved on October 14, 2005.
  - 4th amendment approved on June 21, 2016.
  - 5th amendment approved on June 18, 2020.
  - 6th amendment approved on August 4, 2021.

## **Better Life Group Co., Ltd.**

### **Rules of Procedure for Shareholders' Meeting**

Adopted by the general shareholders' meeting resolution on June 30, 2022

Article 1: To establish a strong governance system and sound supervisory capabilities for the Company's shareholders' meetings, and to strengthen management capabilities, these Rules are adopted pursuant to Article 5 of the "Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies" jointly established by Taiwan Stock Exchange Corporation and Taipei Exchange.

Article 2: The rules of procedures for shareholders' meeting of the Company, except as otherwise provided by law, regulation or the articles of incorporation, shall be as provided in these Rules.

Article 3: Unless otherwise provided by law or regulation, the shareholders' meetings of the Company shall be convened by the board of directors.

Changes to how the Company convenes its shareholders meeting shall be resolved by the board of directors, and shall be made no later than mailing of the shareholders meeting notice. The Company shall prepare electronic versions of the shareholders meeting notice and proxy forms, and the origins of and explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors or supervisors, and upload them to the Market Observation Post System (MOPS) before 30 days before the date of a regular shareholders meeting or before 15 days before the date of a special shareholders meeting. The Company shall prepare electronic versions of the shareholders meeting agenda and supplemental meeting materials and upload them to the MOPS before 21 days before the date of the regular shareholders meeting or before 15 days before the date of the special shareholders meeting. If, however, the Company has the paid-in capital of NT\$10 billion or more as of the last day of the most current fiscal year, or total shareholding of foreign shareholders and PRC shareholders reaches 30 percent or more as recorded in the register of shareholders of the shareholders meeting held in the immediately preceding year, transmission of these electronic files shall be made by 30 days before the regular shareholders meeting. In addition, 15 days before the date of the shareholders meeting, the Company shall also have prepared the shareholders meeting agenda and supplemental meeting materials and made them available for review by shareholders at any time. The meeting agenda and supplemental materials shall also be displayed at the Company and the professional shareholder services agent designated thereby.

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

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

The reasons for convening a shareholders meeting shall be specified in the meeting notice and public announcement. With the consent of the addressee, the meeting notice may be given in electronic form.

Election or dismissal of directors or supervisors, amendments to the articles of incorporation, reduction of capital, application for the approval of ceasing its status as a public company,

approval of competing with the company by directors, surplus profit distributed in the form of new shares, reserve distributed in the form of new shares, the dissolution, merger, or demerger of the corporation, or any matter under Paragraph 1 of Article 185 of the Company Act, Articles 26-1 and 43-6 of the Securities Exchange Act, Articles 56-1 and 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be set out and the essential contents explained in the notice of the reasons for convening the shareholders meeting. None of the above matters may be raised by an extraordinary motion. Where re-election of all directors as well as their inauguration date is stated in the notice of the reasons for convening the shareholders' meeting, after the completion of the re-election in said meeting such inauguration date may not be altered by any extraordinary motion or otherwise in the same meeting.

A shareholder holding 1 percent or more of the total number of issued shares may submit to the Company a proposal for discussion at a regular shareholders meeting. The number of items so proposed is limited to one only, and no proposal containing more than one item will be included in the meeting agenda. When the circumstances of any Subparagraph of Paragraph 4 of Article 172-1 of the Company Act apply to a proposal put forward by a shareholder, the board of directors may exclude it from the agenda.

A shareholder may propose a recommendation for urging the Company to promote public interests or fulfill its social responsibilities, provided procedurally the number of items so proposed is limited only to one in accordance with Article 172-1 of the Company Act, and no proposal containing more than one item will be included in the meeting agenda.

Prior to the book closure date before a regular shareholders meeting is held, the Company shall publicly announce its acceptance of shareholder proposals in writing or electronically, and the location and time period for their submission; the period for submission of shareholder proposals may not be less than 10 days.

Shareholder-submitted proposals are limited to 300 words, and for a proposal containing more than 300 words, such proposal is not be included in the meeting agenda. The shareholder making the proposal shall be present in person or by proxy at the regular shareholders meeting and take part in discussion of the proposal.

Prior to the date for issuance of notice of a shareholders meeting, the Company shall inform the shareholders who submitted proposals of the proposal screening results, and shall list in the meeting notice the proposals that conform to the provisions of this Article. At the shareholders meeting the board of directors shall explain the reasons for exclusion of any shareholder proposals not included in the agenda.

Article 4: 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.

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 before 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.

After a proxy form has been delivered to the Company, if the shareholder intends to attend the meeting in person or to exercise voting rights by correspondence or electronically, a written notice of proxy cancellation shall be submitted to the Company before 2 business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.

After a proxy form has been delivered to the Company, if the shareholder intends to attend the meeting in person or to exercise voting rights by correspondence or electronically, a written notice of proxy cancellation shall be submitted to the Company before two business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.

Article 5: The venue for a shareholders meeting shall be 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. Full consideration shall be given to the opinions of the independent directors with respect to the place and time of the meeting.

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

Article 6: The Company shall specify in its shareholders meeting notices the time during which attendance registrations for shareholders, solicitors and proxies (collectively referred to as "shareholders") will be accepted, the place to register for attendance, and other matters for attention.

The time during which shareholder attendance registrations will be accepted, as stated in the preceding paragraph, shall be at least 30 minutes prior to the time the meeting commences. The place at which attendance registrations are accepted shall be clearly marked and a sufficient number of suitable personnel assigned to handle the registrations. For virtual shareholders meetings, shareholders may begin to register on the virtual meeting platform 30 minutes before the meeting starts. Shareholders completing registration will be deemed as attend the shareholders meeting in person.

Shareholders shall attend shareholders meetings based on attendance cards, sign-in cards, or other certificates of attendance. The Company may not arbitrarily add requirements for other documents beyond those showing eligibility to attend presented by shareholders. Solicitors soliciting proxy forms shall also bring identification documents for verification.

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

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

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

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

Article 6-1: To convene a virtual shareholders meeting, the Company shall include the follow particulars in the shareholders meeting notice:

- I. How shareholders attend the virtual meeting and exercise their rights. How shareholders attend the virtual meeting and exercise their rights.
- II. Actions to be taken if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events, at least covering the following particulars:

- (I) To what time the meeting is postponed or from what time the meeting will resume if the above obstruction continues and cannot be removed, and the date to which the meeting is postponed or on which the meeting will resume.
  - (II) Shareholders not having registered to attend the affected virtual shareholders meeting shall not attend the postponed or resumed session.
  - (III) In case of a hybrid shareholders meeting, when the virtual meeting cannot be continued, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders meeting online, meets the minimum legal requirement for a shareholder meeting, then the shareholders meeting shall continue. The shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, and the shareholders attending the virtual meeting online shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders meeting.
  - (IV) Actions to be taken if the outcome of all proposals have been announced and extraordinary motion has not been carried out.
- III. To convene a virtual-only shareholders meeting, appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders meeting online shall be specified.

Article 7: If a shareholders meeting is convened by the board of directors, the meeting shall be chaired by the chairman of the board. When the chairman of the board is on leave or for any reason unable to exercise the powers of the chairman, the vice chairman shall act in place of the chairman; if there is no vice chairman or the vice chairman also is on leave or for any reason unable to exercise the powers of the vice chairman, the chairman shall appoint one of the directors to act as chair. Where the chairman does not make such a designation, the directors shall select from among themselves one person to serve as chair.

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

The Company may appoint its attorneys, certified public accountants, or related persons retained by it to attend a shareholders' meeting in a non-voting capacity.

Article 8: The Company shall record on audio or video tape the entire proceedings of a shareholders' meeting and preserve the recordings for at least one year. However, if a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.

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

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

In case of a virtual shareholders meeting, the Company is advised to audio and video record the back-end operation interface of the virtual meeting platform.

Article 9: Attendance at shareholders' meetings shall be calculated based on numbers of shares. The number of shares in attendance shall be calculated according to the shares indicated by the

attendance book and sign-in cards handed in, and the shares checked in on the virtual meeting platform, plus the number of shares whose voting rights are exercised by correspondence or electronically.

The chair shall call the meeting to order at the appointed meeting time and disclose information concerning the number of nonvoting shares and 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 more than two such postponements, for a combined total of no more than one hour, may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the chair shall declare the meeting adjourned. In the event of a virtual shareholders meeting, the Company shall also declare the meeting adjourned at the virtual meeting platform.

If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Paragraph 1 of 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 6.

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.

Article 10: If a shareholders meeting is convened by the board of directors, the meeting agenda shall be set by the board of directors. Votes shall be cast on each separate proposal in the agenda (including extraordinary motions and amendments to the original proposals set out in the agenda). The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders meeting.

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

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

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

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

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

Except with the consent of the chair, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed 5 minutes. If the shareholder's speech violates the rules or exceeds the scope of the agenda item, the chair may terminate the speech. When an attending shareholder is speaking, other shareholders may not speak or interrupt unless they have sought and obtained the consent of the chair and the shareholder that has the floor; the chair shall stop any violation.

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

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

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

As long as questions so raised in accordance with the preceding paragraph are not in violation of the regulations or beyond the scope of a proposal, it is advisable the questions be disclosed to the public at the virtual meeting platform.

Article 12: Voting at a shareholders meeting shall be calculated based the number of shares.

With respect to resolutions of shareholders' meetings, the number of shares held by a shareholder with no voting rights shall not be calculated as part of the total number of issued shares.

When a shareholder is an interested party in relation to an agenda item, and there is the likelihood that such a relationship would prejudice the interests of the Company, that shareholder may not vote on that item, and may not exercise voting rights as proxy for any other shareholder.

The number of shares for which voting rights may not be exercised under the preceding paragraph shall not be calculated as part of the voting rights represented by attending shareholders.

With the exception of a trust enterprise or a shareholder services agent approved by the competent securities authority, when one person is concurrently appointed as proxy by two or more shareholders, the voting rights represented by that proxy may not exceed 3% of the voting rights represented by the total number of issued shares. If that percentage is exceeded, the voting rights in excess of that percentage shall not be included in the calculation.

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

When the Company holds a shareholders' meeting, it shall adopt exercise of voting rights by electronic means and may adopt exercise of voting rights by correspondence. When voting rights are exercised by correspondence or electronic means, the method of exercise shall be specified in the shareholders' meeting notice. A shareholder exercising voting rights by correspondence or electronic means will be deemed to have attended the meeting in person, but to have waived his/her rights with respect to the extraordinary motions and amendments to original proposals of that meeting; it is therefore advisable that the Company avoid the submission of extraordinary motions and amendments to original proposals.

A shareholder intending to exercise voting rights by correspondence or electronic means under the preceding paragraph shall deliver a written declaration of intent to the Company two days before the date of the shareholders; meeting. When duplicate declarations of intent



are delivered, the one received earliest shall prevail; except when a declaration is made to cancel the earlier declaration of intent.

After a shareholder has exercised voting rights by correspondence or electronic means, in the event the shareholder intends to attend the shareholders meeting in person or online, a written declaration of intent to retract the voting rights already exercised under the preceding paragraph shall be made known to the Company, by the same means by which the voting rights were exercised, before two business days before the date of the shareholders meeting. If the notice of retraction is submitted after that time, the voting rights already exercised by correspondence or electronic means shall prevail. When a shareholder has exercised voting rights both by correspondence or electronic means and by appointing a proxy to attend a shareholders' meeting, the voting rights exercised by the proxy in the meeting shall prevail. Except as otherwise provided in the Company Act and in the Company's articles of incorporation, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders. At the time of a vote, for each proposal, the chair or a person designated by the chair shall first announce the total number of voting rights represented by the attending shareholders, followed by a poll of the shareholders. In addition, on the same day after the conclusion of the shareholders' meeting, the results for each proposal, based on the numbers of votes for and against and the number of abstentions, shall be entered into the Market Observation Post System (MOPS).

When there is an amendment or alternative to a proposal, the chair shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. When anyone among them is passed, the other proposals will then be deemed rejected, and no further voting shall be required.

Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair, provided that all monitoring personnel shall have the identity of shareholders of the Company.

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

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

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

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

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

- Article 14: The election of directors or supervisors at a shareholders meeting shall be held in accordance with the applicable election and appointment rules adopted by the Company, and the voting results shall be announced on-site immediately, including the names of those elected as directors and the numbers of votes with which they were elected, and the names of directors and supervisors not elected and number of votes they received.
- The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least 1 year. However, if a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.
- Article 15: Matters relating to the resolutions of a shareholders' meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chair of the meeting and a copy distributed to each shareholder within 20 days after the conclusion of the meeting. The meeting minutes may be produced and distributed in electronic form.
- The Company may distribute the meeting minutes of the preceding paragraph by means of a public announcement made through the Market Observation Post System (MOPS).
- The meeting minutes shall accurately record the year, month, day, and place of the meeting, the chair's full name, the methods by which resolutions were adopted, and a summary of the deliberations and their voting results (including the number of voting rights), and disclose the number of voting rights won by each candidate in the event of an election of Directors. The minutes shall be retained for the duration of the existence of this Company.
- Where a virtual shareholders meeting is convened, in addition to the particulars to be included in the meeting minutes as described in the preceding paragraph, the start time and end time of the shareholders meeting, how the meeting is convened, the chair's and secretary's name, and actions to be taken in the event of disruption to the virtual meeting platform or participation in the meeting online due to natural disasters, accidents or other force majeure events, and how issues are dealt with shall also be included in the minutes.
- When convening a virtual-only shareholder meeting, other than compliance with the requirements in the preceding paragraph, the Company shall specify in the meeting minutes alternative measures available to shareholders with difficulties in attending a virtual-only shareholders meeting online.
- Article 16: On the day of a shareholders meeting, the Company shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation, the number of shares represented by proxies and the number of shares represented by shareholders attending the meeting by correspondence or electronic means, and shall make an express disclosure of the same at the place of the shareholders meeting. In the event a virtual shareholders meeting, the Company shall upload the above meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.
- During the Company's virtual shareholders meeting, when the meeting is called to order, the total number of shares represented at the meeting shall be disclosed on the virtual meeting platform. The same shall apply whenever the total number of shares represented at the meeting and a new tally of votes is released during the meeting.
- If matters put to a resolution at a shareholders meeting constitute material information under applicable laws or regulations or under Taiwan Stock Exchange Corporation (or Taipei Exchange Market) regulations, the Company shall upload the content of such resolution to the MOPS within the prescribed time period.

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

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

At the place of a shareholders' meeting, if a shareholder attempts to speak through any device other than the public address equipment set up by the Company, the chair may prevent the shareholder from so doing.

When a shareholder violates the rules of procedure and defies the chair's correction, obstructing the proceedings and refusing to heed calls to stop, the chair may direct the proctors or security personnel to escort the shareholder from the meeting.

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

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

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

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

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

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

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

For a meeting to be postponed or resumed as described in the preceding paragraph, shareholders who have not registered to participate in the affected shareholders meeting online shall not attend the postponed or resumed session.

For a meeting to be postponed or resumed under Paragraph 2, the number of shares represented by, and voting rights and election rights exercised by the shareholders who have registered to participate in the affected shareholders meeting and have successfully signed in the meeting, but do not attend the postpone or resumed session, at the affected shareholders meeting, shall be counted towards the total number of shares, number of voting rights and number of election rights represented at the postponed or resumed session.

During a postponed or resumed session of a shareholders meeting held under Paragraph 2, no further discussion or resolution is required for proposals for which votes have been cast and counted and results have been announced, or list of elected directors.

When the Company convenes a hybrid shareholders meeting, and the virtual meeting cannot continue as described in Paragraph 2, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders meeting online, still meets the minimum legal requirement for a shareholder meeting, then the shareholders meeting shall continue, and not postponement or resumption thereof under Paragraph 2 is required.

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

When postponing or resuming a meeting according to Paragraph 2, the Company shall handle the preparatory work based on the date of the original shareholders meeting in accordance with the requirements listed under Paragraph 7 of Article 44-20 of the Regulations Governing the Administration of Shareholder Services of Public Companies.

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

Article 22: When convening a virtual-only shareholders meeting, the Company shall provide appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders meeting online.

Article 23: These Rules shall take effect after having been submitted to and approved by a shareholders meeting. Subsequent amendments thereto shall be effected in the same manner.

# Better Life Group Co., Ltd.

## Shareholding of Directors

- (I) The Company's total paid-in capital is \$1,349,704,550, and the total number of issued shares is 134,970,455.
- (II) In accordance with Article 26 of the Securities and Exchange Act, all directors of the Company shall hold a minimum of 8,098,227 shares.
- (III) Up to the book closure date(April 29, 2025) of the Annual Shareholders Meeting, numbers of the directors' shareholdings recorded in the shareholders' register are as follow:

Position	Name	Number of shareholdings recorded in the shareholders' register on the book closure date(April 29, 2025)	Shareholding
Director	Puquan Advertising Co., Ltd. Delegate: Li, Chung-Shu Delegate: Lin, Jui-Shan Delegate: Su, Li-Yu	27,916,729	20.68%
Director	Noon Glory Management & Trading Co., Ltd. Delegate:: Chang, Chun-Kuei Delegate: Zheng, Yuan-kai	10,549,457	7.82%
Director	Nien Mei Investment Co., Ltd. Delegate: Liao, Wan-Long	2,439,333	1.81%
Independent director	Huang, Kuo-Shih	0	0%
Independent director	Li, Pei-Chang	0	0%
Independent director	Kuo, Yu-Hsin	0	0%
Total shareholding of all directors		40,905,519	30.31%



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