

Handbook for the
2020 Annual Meeting of Shareholders
HONG PU REAL ESTATE DEVELOPMENT
TSE: 2536



宏普建設股份有限公司

股票代號：2536

109年股東常會議事手冊



開會時間：一〇九年六月九日(星期二)上午九點整

開會地點：台北市建國南路二段231號 B1

【中國文化大學推廣教育部建國本部－B1國際會議廳】

Meeting Time: 9:00 a.m. on Friday, June 14, 2019

Meeting Place: B1F, No.231, Sec. 2, Jianguo S. Rd.,

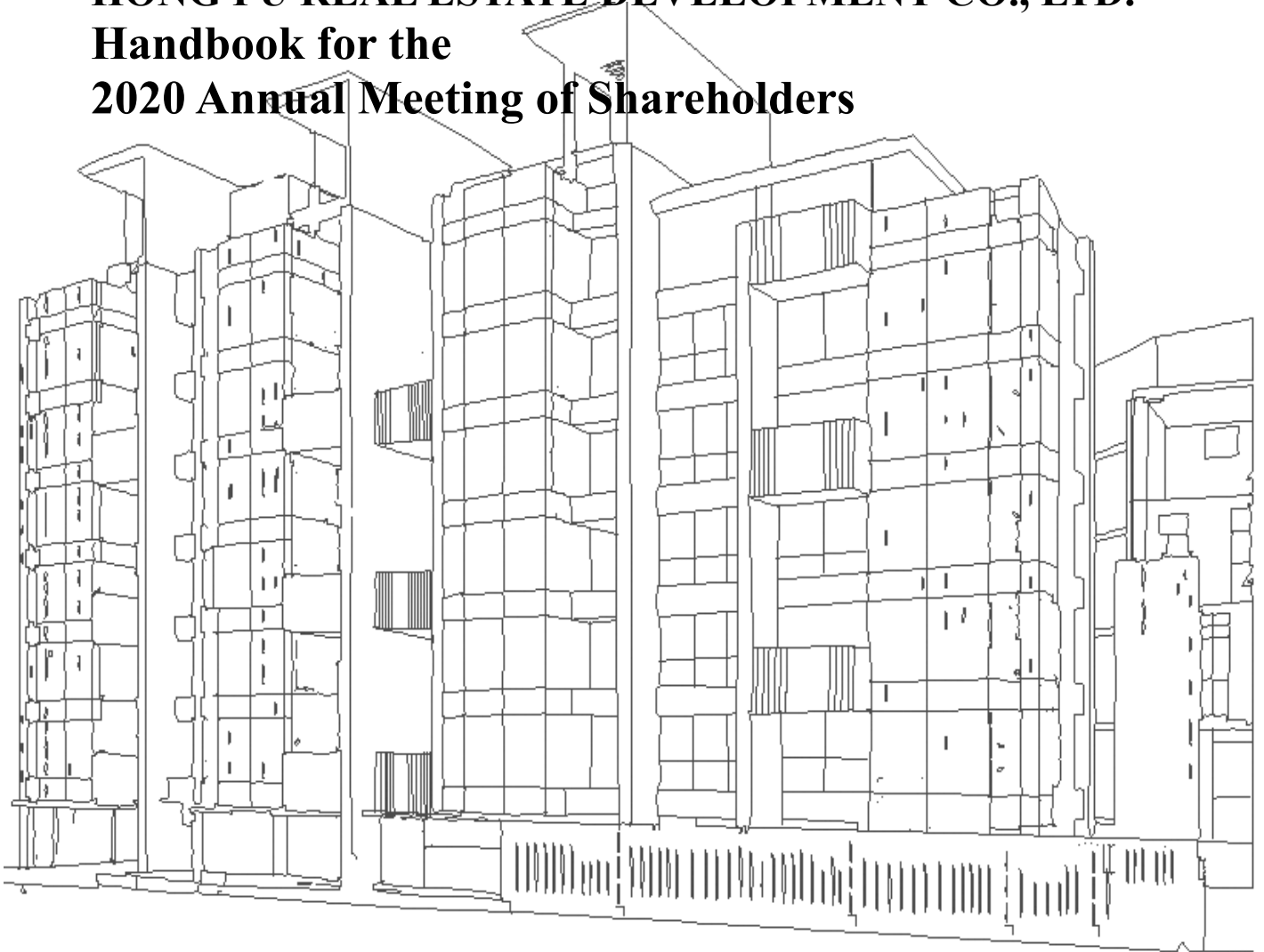
Da'an Dist., Taipei City 106, Taiwan

(Jianguo Campus, School of Continuing
Education of Chinese Culture University)

宏普建設股份有限公司

一〇九年股東常會議事手冊

HONG PU REAL ESTATE DEVELOPMENT CO., LTD.
Handbook for the
2020 Annual Meeting of Shareholders



(Translation – In case of any discrepancy between the Chinese and English Versions, the Chinese version shall prevail.)

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宏普建設股份有限公司

109年股東常會開會程序

- 一、宣 布 開 會
- 二、主 席 致 詞
- 三、報 告 事 項
- 四、承 認 事 項
- 五、討 論 事 項
- 六、臨 時 動 議
- 七、散 會

Hong Pu Real Estate Development CO., Ltd.

Procedure for the 2020 Annual Meeting of Shareholders

I . Call the Meeting to Order

II . Chairperson Remarks

III . Management Presentations

IV . Proposals

V . Discussion Matters

VI . Questions and Motions

VII . Adjournment

宏普建設股份有限公司

109年股東常會議程

時間：中華民國109年06月09日（星期二）上午九時整

地點：台北市建國南路二段231號B1

【中國文化大學推廣教育部建國本部－B1國際會議廳】

主席致詞

一、報告事項：

- (一)108年度營業報告
- (二)108年度審計委員會審查決算表冊報告
- (三)108年度員工酬勞及董監事酬勞分配情形報告

二、承認事項：

- (一)108年度營業報告書及財務報表承認案
- (二)108年度盈餘分配案

三、討論事項：

- (一)修訂本公司「公司章程」部份條文案

四、臨時動議

五、散 會

Hong Pu Real Estate Development Co., Ltd.

Procedure for the 2020 Annual Meeting of Shareholders

Time: 9:00 a.m. on Tuesday, June 9, 2020

Place: B1F, No.231, Sec. 2, Jianguo S. Rd., Da'an Dist., Taipei City 106,
Taiwan

(Jianguo Campus, School of Continuing Education of Chinese Culture
University)

Chairperson Remarks

I . Management Presentations

1. 2019 Business Report.
2. 2019 Audit Report by the Audit Committee.
3. Report of Employees' Remuneration and Remuneration of Directors and Supervisors.

II . Proposals

1. Adoption of the 2019 Financial Statements.
2. Adoption of the Proposal for Distribution of 2019 Profits.

III . Discussion

1. Amendment to the "Corporation's Articles of Incorporation".

IV . Questions and Motions

V . Adjournment



報告事項

第一案

案由：一〇八年度營業報告。

說明：(一)本公司一〇八年度營業報告暨一〇九年度營業展望，報請公鑒。

(二)敬請參閱「營業報告書」。

營業報告書

各位股東女士先生，大家好：

回顧一〇八年，雖然英國脫歐延宕，但全球主要央行紛紛釋放流動性、美國經濟放緩疑慮稍解及美中暫時達成貿易協議，房地產市場需求出籠，買氣回升。在營業收入方面有「宏普世貿」、「宏普樂高」、「宏普AMAX」等成屋個案交屋入帳，本公司一〇八年營收及獲利仍有不錯成績。本公司推出「中央公園」、「宏普頤和」等預售案貢獻未來營收及獲利。

一、一〇八年度營業結果

1. 營業計畫實施成果

本公司一〇八年度的營收淨額為新台幣2,885,896仟元，較一〇七年度的3,918,005仟元，減少1,032,109仟元。

本公司一〇八年度的稅前淨利680,693仟元，較一〇七年度稅前淨利520,842仟元，增加159,851仟元。

主要係因本年度只有「宏普世貿」預售個案完工交屋入帳，再加上「宏普PARK」、「宏普樂高」、「宏普經貿」、「文德科技大樓」、「宏普AMAX」、「文華麗舍」、「宏普之星」及「領袖館」等成屋個案交屋入帳，致營業收入及營業成本皆減少。

2. 預算執行情形

依據公開發行公司公開財務預測資訊處理準則規範，本公司一〇八、一〇七年度毋需編製財務預測。

3. 財務收支

一〇八年度含資本化利息支出84,257仟元，一〇七年度含資本化利息支出73,968仟元，較一〇七年度增加10,289仟元，主要係因本期購入營建用地，故公司於一〇八年度增加借款，致利息支出增加。

4. 獲利能力分析

項 目		108 年度	107 年度
資產報酬率(%)		3.63	2.78
權益報酬率(%)		5.13	3.81
占實收資本 比率(%)	營業利益	17.00	12.99
	稅前純益	20.45	15.64
純益率(%)		21.01	11.35
每股盈餘(元)	追溯調整前	1.83	1.34
	追溯調整後	-	1.34

由上述獲利能力分析：

一〇八年度營運獲利增加主要係因本年度只有「宏普世貿」成屋個案交屋入帳，再加上「宏普PARK」、「宏普樂高」、「宏普經貿」、「文德科技大樓」、「宏普AMAX」、「文華麗舍」、「宏普之星」及「領袖館」等成屋個案交屋入帳，雖營業收入減少，但整體毛利上升。

5. 研究發展狀況

- (1) 在建築規劃設計方面：為能設計出更好的產品，除針對產品之地點、周圍環境之特色、客戶的需求暨建築法令之適用作審慎的評估外，並使用電腦繪圖系統，使設計作業電腦化便於產品模擬及規劃。
- (2) 在營建工程及管理方面：本公司工務部對各種工法不斷研討，引用最適宜的工法技術及工程管理，以達充分控制品質、成本及進度之目的。
- (3) 市場研究發展方面：為能確實掌握房地產市場，本公司企劃部廣為蒐集各區土地、房屋市場資料，並定期加以研討分析，以為產品定位及行銷策略之依據。

二、一〇九年度營業計畫概要

展望一〇九年，全球通膨保持低檔水準，預期各國央行仍會維持當前寬鬆的貨幣政策，美中簽署第一階段經貿協定之後，化解市場不安情緒，加上貿易轉單及台商回流投資，未來可望隨肺炎疫情趨緩而回穩。「三井花園酒店」、「宏普世貿」將提供本公司租賃收益，此外「金泰段」、「斯馨段」、「舊宗段」、「軟橋段」等個案，將依市場情況，調整銷售策略或推案時間，亦有機會加入銷售行列。

一〇九年認列營收將有「宏普世貿」、「宏普PARK」、「宏普樂高」、「宏普經貿」、「文德科技大樓」、「宏普AMAX」、「文華麗舍」及「領袖館」等可供銷售及交屋，預計今年營收及獲利業績可期。

本公司向以步伐穩健、作業效率及費用經濟為經營指導原則。衡酌目前經濟情勢及資產運用效率，本公司一〇九年度之營運計劃如下：

1. 經營方針

本公司經營方針：

- (1) 開發庫存土地存貨及取得具競爭性的土地。
- (2) 正確的產品定位。
- (3) 良好的營建品質與成本控制。
- (4) 完善的財務規劃與融資政策。
- (5) 開發長期性收益資產。

2. 預計銷售數量及其依據

一〇九年度本公司預計銷售及入帳個案：「宏普世貿」、「宏普PARK」、「宏普樂高」、「宏普經貿」、「文德科技大樓」、「宏普AMAX」、「文華麗舍」及「領袖館」案等個案。

3. 重要之產銷政策

(1) 生產投資政策：

- A. 以全台灣（所有縣市）為開發區域。
- B. 以集合住宅及廠辦為主力產品。

(2) 銷售政策：

- A. 考量主力客源之需求暨消費能力設計產品。
- B. 配合產品規劃與台北都會之發展，採行適宜的行銷策略，求取適度的利潤。

三、未來公司發展策略、受到外部競爭環境、法規環境及總體經營環境之影響：

1. 本公司以台北市、新北市為重心，輔以其他縣市具發展潛力地區，選擇交通便利及生活機能完備的地塊，開發自建、合建或都更的建案。未來除住宅大樓外，優質商辦大樓的租售亦將成為另一主力。
2. 不動產開發不僅資本密集，除土地開發策略外，產品定位及規劃設計亦需專業能力，本公司研調市場趨勢及管控建案品質增加競爭力，輔以健全財務能力，打造企業品牌。
3. 央行維持國內利率低檔及本公司財務結構健全，未來將同時規劃長期性收益資產，適時調整經營策略。
4. 高總價產品去化速度變慢，市場改以自住剛性需為主，中低總價產品增加。目前央行仍維持貨幣寬鬆，貨幣年增率高於經濟成長率，民眾仍有換屋及保值的需求，尤其大台北地區人多地少，推出優質住宅必能獲得購屋者認同。

全體員工將依公司所定的年度目標及計劃逐步推動實施。期盼各位股東女士先生繼續給我們支持與鼓勵。謝謝大家。

最後敬祝各位

身體健康萬事如意

董 事 長：段津華



總 經 理：段津華



會計主管：劉寶妹





Management Presentations

Proposal 1

Proposal: 2019 Business Report

Explanation: Please refer to the following for the Company's year 2020 Business Report:

2019 Business Report

Dear Shareholders,

Looking back to 2019, Brexit was delayed, however, major central banks around the world have released liquidity, the concern of slowdown of the US economy has been lifted, and the US and China have temporarily reached a trade agreement. The demand in real estate market has come out. The projects, "World Trade Plaza" and "Leisurely Days" and "AMAX" were booked revenues on complete contract method of IFRS. We had a stable performance in 2019. In addition, we launched two presale projects, "Central Park" and "Peace Palace" in 2019, and will book revenues and profits in the future.

A. Operating Performance in 2019

1. Achievement of operating plan

We have achieved 2019 revenue of NT\$2,885,896K, compared with NT\$3,918,005K in 2018, a decrease of NT\$1,032,109K. And we have achieved 2019 earnings before tax of NT\$680,693K, compared with 520,842K in 2018, an increase of NT\$159,851K.

Because only one newly completed project, "World Trade Plaza" was booked revenues, in addition, some delivered units of "Hong Pu Park", "Leisurely Days", "Economy and Trade", "WenDe", "AMAX", "Paris Mansion", "Hong Pu New Star", and "Light Year-the One" were booked in revenues. Therefore, revenues and costs decreased in 2019.

2. Budget implementation

Our company is not required to file a financial forecast for fiscal year 2019 and 2018.

3. Financial revenue and expenditure

Financial expenditures include capitalized interest expense NT\$84,257K in 2019, and NT\$73,968K in 2018. It increased NT\$10,289K than previous year, because of acquiring new lands and increase of bank loans. Therefore, interest expenses increased in 2019.

4. Profitability analysis

Item		Year 2019	Year 2018
ROA (%)		3.63	2.78
ROE (%)		5.13	3.81
As a % of paid in capital	Op. income	17.00	12.99
	Pretax profit	20.45	15.64
Net margin (%)		21.01	11.35
EPS (NT\$)	Diluted earnings per share	1.83	1.34
	Adjusted diluted earnings per share	-	1.34

Our analysis is derived from the above figures:

Because only one newly completed project, “World Trade Plaza” and some delivered units of “Hong Pu Park” “Leisurely Days”, “Economy and Trade”, “WenDe”, “AMAX”, “Paris Mansion”, “Hong Pu New Star” and “Light Year-the One” were booked in revenues. Operating revenue decreased, but margin increased in 2019.

5. Research and development status

- (1) Constructions planning and design: In order to design better projects, the location and the corresponding environment must be appealing. In addition, we must evaluate and balance our customer needs against the construction laws set by the government to ensure that the project will be satisfactory to both parties upon completion. In order to do so, we will be incorporating computerized simulation and planning software.
- (2) Construction and management: Our construction department strives to study various technologies and building materials to improve efficiency and bring down construction costs.
- (3) Market research: To truly understand the property market, our marketing department studies land and property market data from various areas regularly and uses the analyzed data as a basis for positioning new projects and marketing strategies.

B. Business plan in 2020

Looking forward to FY20, Global inflation is maintained at a low level. It is expected that central banks will continue to maintain the current quantitative easing monetary policy. After the first phase of the economic and trade agreement between the United States and China, the restlessness of the market will be resolved. Coupled with the transfer of trade orders and the return of investment from Taiwanese businessmen, the future is expected to be stabilized as the pneumonia epidemic slows. “Mitsui Garden Hotel” and “World Trade Plaza” will provide the company’s rental income. In addition, “TaChih”, “XinDian”, “NeiHu”, “BeiTou” will be adjusted, according to market conditions, the sales strategy or the timing of the presale. These lands can also be launched in the future.

We have our 2020 operation schedule below:

1. Business objectives

- (1) Accelerate land-bank development and continue to acquire quality land bank.
- (2) Position our projects within proper niches.
- (3) Maintain strong construction quality and good cost management.
- (4) Sustain sound financial planning and financing strategy.
- (5) Develop assets generate long-term rental income.

2. Sales forecast and sales policy

We are planning to sell projects, “World Trade Plaza”, “Hong Pu Park”, “Leisurely Days”, “Economy and Trade”, “WenDe”, “AMAX”, “Paris Mansion”, “Hong Pu New Star” and “Light Year-the One” in 2020.

3. Construction and marketing strategies

(1) Construction

- ◆ Focus on Taipei city and New Taipei City.
- ◆ Focus on residential property and office building.

(2) Marketing

- ◆ Design projects based on targeted customer’s demand and consumption power.
- ◆ Base our marketing strategy on project plans and Taipei city development to maintain profitability.

C. Future developing strategies and effects of external competition, legal and macroeconomic environment:

1. Hong Pu is major in Taipei City and New Taipei City, as well as some potential areas outside greater Taipei. We prefer to choose convenient transportation and life function land-piece to developing selfowned, joint venture or renewal projects. Beside residential buildings, we will put efforts on rent or sale of commercial office buildings.
2. Property development is not only high capital density, but also professional skills of land acquiring and product positioning and project planning. We have competitive strength of market research, quality control and solid financial situation to build up brand name.
3. Under circumstance of low level of interest rate and our healthy financial structure, we plan to develop long-term income properties and adjust business strategies.
4. High sales price projects market is slow, fundamental and middle sales price projects become main stream.

All of our management team will endeavor to accomplish the goals set for the year. Thank you for your continued support and encouragement.

Yours sincerely,

Chairman : J.H.Tuan



Manager : J.H.Tuan



Manager of accounting dept : P.S.Liu



第二案

案由：一〇八年度審計委員會審查決算表冊報告。

說明：(一)本公司一〇八年度決算表冊，業經會計師查核簽證及審計委員會審查竣事，分別提出查核報告及審查報告。

(二)前項表冊敬請參閱本手冊第13至30頁及第35至50頁。

審計委員會查核報告書

董事會造送本公司民國一〇八年度營業報告書、財務報告及盈餘分配議案等，其中財務報告業經委託安侯建業聯合會計師事務所莊鈞維會計師與王清松會計師查核完竣，並出具查核報告。上述營業報告書、財務報告及盈餘分配議案經本審計委員會查核，認為尚無不符，爰依證券交易法第十四條之五及公司法第二百一十九條之規定，報告如上，敬請 鑒核。

宏普建設股份有限公司

審計委員會召集人：李碧淑
李 碧 淑

中 華 民 國 一 〇 九 年 四 月 十 五 日

Proposal 2

Proposal: 2019 Audit Report by the Audit Committee

Explanation: 1. The 2019 Financial Statements and Business Report were audited by independent auditors and examined by the supervisors of the Company.

2. Please refer to page 13 to 30 and 35 to 50 for the 2019 Financial Statements and Business Report.

Audit Report by the Audit Committee

The Board of Directors has submitted the Company's 2019 annual business report, financial statements and profit distribution proposal, among which the finance report has been entrusted to the certified public accountants, Chuang Chun Wei and Wang Chin Sun of KPMG Taiwan for auditing to generate an audit report. The audit Committee has verified the above-mentioned business report, financial statements and profit distribution proposal. No discrepancy is found and the committee hereby presents the report in accordance with Article 14-5 of the "Securities and Exchange Act" and Article 219 of the "Company Act" for your approval.

Hong Pu Real Estate Development Co., Ltd.

Convener: 
B.S. LI

April 15, 2020

宏普建設股份有限公司

會計師查核報告

宏普建設股份有限公司董事會 公鑒：

查核意見

宏普建設股份有限公司民國一〇八年及一〇七年十二月三十一日之資產負債表，暨民國一〇八年及一〇七年一月一日至十二月三十一日之綜合損益表、權益變動表及現金流量表，以及個體財務報告附註（包括重大會計政策彙總），業經本會計師查核竣事。

依本會計師之意見，上開個體財務報告在所有重大方面係依照證券發行人財務報告編製準則編製，足以允當表達宏普建設股份有限公司民國一〇八年及一〇七年十二月三十一日之財務狀況，暨民國一〇八年及一〇七年一月一日至十二月三十一日之財務績效及現金流量。

查核意見之基礎

本會計師係依照會計師查核簽證財務報表規則及一般公認審計準則執行查核工作。本會計師於該等準則下之責任將於會計師查核個體財務報告之責任段進一步說明。本會計師所隸屬事務所受獨立性規範之人員已依會計師職業道德規範，與宏普建設股份有限公司保持超然獨立，並履行該規範之其他責任。本會計師相信已取得足夠及適切之查核證據，以作為表示查核意見之基礎。

關鍵查核事項

關鍵查核事項係指依本會計師之專業判斷，對宏普建設股份有限公司民國一〇八年度個體財務報告之查核最為重要之事項。該等事項已於查核個體財務報告整體及形成查核意見之過程中予以因應，本會計師並不對該等事項單獨表示意見。本會計師判斷應溝通在查核報告上之關鍵查核事項如下：

一、收入認列

有關收入認列之會計政策請詳個體財務報告附註四(十五)收入認列；收入相關揭露請詳個體財務報告附註六(十五)。

關鍵查核事項之說明：

宏普建設股份有限公司主要營業收入來源來自於房地銷售，因此，收入認列之測試為本會計師執行宏普建設股份有限公司財務報告查核重要的評估事項之一。

因應之查核程序：

本會計師對上述關鍵查核事項之主要查核程序包括

- 比較收入認列政策與會計準則，以評估宏普建設股份有限公司所採用政策之適當性；
- 測試重要組成之收入，檢視銷售合約以確認其交易之真實性並確認收入認列時點是否符合政策與會計準則。

本會計師亦評估宏普建設股份有限公司收入認列政策之揭露及其他揭露資訊之適當性。並核對房地銷售合約及交屋及產權完成移轉時點，及評估宏普建設股份有限公司之收入認列政策是否依相關公報規定辦理，以確認有無重大異常。

二、存貨評價

有關存貨評價會計政策請詳個體財務報告附註四(七)存貨；存貨評價之會計估計及假設不確定性，請詳個體財務報告附註五；存貨相關揭露請詳個體財務報告附註六(四)。

關鍵查核事項之說明：

在個體財務報表中，存貨係以成本與淨變現價值孰低衡量。由於法令規範及市場循環造成市場觀望態度，致不動產成交量呈現量縮趨勢，其相關產品價格可能產生波動，致可能產生存貨成本可能高於淨變現價值之風險。

因應之查核程序：

本會計師對上述關鍵查核事項之主要查核程序包括

- 評估該公司存貨評估政策是否有因景氣循環或其他經濟法令等因素做出適當調整。
- 評估該公司提供之市價資料是否定期或不定期更新已符合經濟現況。

本會計師之查核程序，包括與相關管理階層討論市場近況及公司經營策略，並取得相關證明文據以確認評價之正確性。

管理階層與治理單位對個體財務報告之責任

管理階層之責任係依照證券發行人財務報告編製準則編製允當表達之個體財務報告，且維持與個體財務報告編製有關之必要內部控制，以確保個體財務報告未存有導因於舞弊或錯誤之重大不實表達。

於編製個體財務報告時，管理階層之責任亦包括評估宏普建設股份有限公司繼續經營之能力、相關事項之揭露，以及繼續經營會計基礎之採用，除非管理階層意圖清算宏普建設股份有限公司或停止營業，或除清算或停業外別無實際可行之其他方案。

宏普建設股份有限公司之治理單位審計委員會負有監督財務報導流程之責任。

會計師查核個體財務報告之責任

本會計師查核個體財務報告之目的，係對個體財務報告整體是否存有導因於舞弊或錯誤之重大不實表達取得合理確信，並出具查核報告。合理確信係高度確信，惟依照一般公認審計準則執行之查核工作無法保證必能偵出個體財務報告存有之重大不實表達。不實表達可能導因於舞弊或錯誤。如不實表達之個別金額或彙總數可合理預期將影響個體財務報告使用者所作之經濟決策，則被認為具有重大性。

本會計師依照一般公認審計準則查核時，運用專業判斷並保持專業上之懷疑。本會計師亦執行下列工作：

- 1.辨認並評估個體財務報告導因於舞弊或錯誤之重大不實表達風險；對所評估之風險設計及執行適當之因應對策；並取得足夠及適切之查核證據以作為查核意見之基礎。因舞弊可能涉及共謀、偽造、故意遺漏、不實聲明或踰越內部控制，故未偵出導因於舞弊之重大不實表達之風險高於導因於錯誤者。
- 2.對與查核攸關之內部控制取得必要之瞭解，以設計當時情況下適當之查核程序，惟其目的非對宏普建設股份有限公司內部控制之有效性表示意見。
- 3.評估管理階層所採用會計政策之適當性，及其所作會計估計與相關揭露之合理性。
- 4.依據所取得之查核證據，對管理階層採用繼續經營會計基礎之適當性，以及使宏普建設股份有限公司繼續經營之能力可能產生重大疑慮之事件或情況是否存在重大不確定性，作出結論。本會計師若認為該等事件或情況存在重大不確定性，則須於查核報告中提醒個體財務報告使用者注

意個體財務報告之相關揭露，或於該等揭露係屬不適當時修正查核意見。本會計師之結論係以截至查核報告日所取得之查核證據為基礎。惟未來事件或情況可能導致宏普建設股份有限公司不再具有繼續經營之能力。

5. 評估個體財務報告（包括相關附註）之整體表達、結構及內容，以及個體財務報告是否允當表達相關交易及事件。
6. 對於採用權益法之被投資公司之財務資訊取得足夠及適切之查核證據，以對個體財務報告表示意見。本會計師負責查核案件之指導、監督及執行，並負責形成宏普建設股份有限公司之查核意見。

本會計師與治理單位溝通之事項，包括所規劃之查核範圍及時間，以及重大查核發現（包括於查核過程中所辨認之內部控制顯著缺失）。

本會計師亦向治理單位提供本會計師所隸屬事務所受獨立性規範之人員已遵循會計師職業道德規範中有關獨立性之聲明，並與治理單位溝通所有可能被認為會影響會計師獨立性之關係及其他事項（包括相關防護措施）。

本會計師從與治理單位溝通之事項中，決定對宏普建設股份有限公司民國一〇八年度個體財務報告查核之關鍵查核事項。本會計師於查核報告中敘明該等事項，除非法令不允許公開揭露特定事項，或在極罕見情況下，本會計師決定不於查核報告中溝通特定事項，因可合理預期此溝通所產生之負面影響大於所增進之公眾利益。

安 侯 建 業 聯 合 會 計 師 事 務 所

莊鈞維



會 計 師：

王清松



證券主管機關：金管證審字第 1040010193 號
核准簽證文號：(88)台財證(六)字第 18311 號

民 國 一〇九 年 三 月 十 八 日

Independent Auditors' Report

To the Board of Directors of Hong Pu Real Estate Development Co., Ltd.:

Opinion

We have audited the financial statements of Hong Pu Real Estate Development Co., Ltd. (“the Company”), which comprise the balance sheets as of December 31, 2019 and 2018, the statement of comprehensive income, changes in equity and cash flows for the years ended December 31, 2019 and 2018, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2019 and 2018, and its financial performance and its cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

Basis for Opinion

We conducted our audit in accordance with the Regulations Governing Auditing and Certification of Financial Statements by Certified Public Accountants and the auditing standards generally accepted in the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Certified Public Accountants Code of Professional Ethics in Republic of China (“the Code”), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis of our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

1. Recognition of Revenue

Please refer to note 4 (o) for the relevant accounting policy regarding recognition of revenue, and refer to note 6 (o) for relevant disclosures.

Description of key audit matter:

The main operation income of the Company is derived from the sales of premises.

Therefore, the recognition of revenue has been identified as one of the key audit matters in conducting the examination of the financial statement.

How the matter was addressed in our audit: Our principal audit procedures included:

- Comparison of the policy concerning the revenue recognition with the accounting standards, in order to assess the appropriateness of the policy adopted by the Company.
- Inspect the main compositions of the revenue through review the sales contract to verify the authenticity of transaction and confirm whether the timing of recognition matches with accounting policies and standards.

We also examine the appropriateness of disclosure of the revenue recognition policy of the Company and so does other information. So as to ensure if any significant abnormality exists, we review the sales contract with the timing of transfer completion of the property and property rights as well as assess the revenue recognition policy of the Company applied in accordance with the relevant Accounting Bulletins.

2. Valuation of Inventories

Please refer to note 4 (g) for accounting policy regarding the inventories valuation; refer to note 5 for accounting estimation and assumption of the inventories valuation; please refer to note 6 (d) for relevant inventory disclosures.

Description of key audit matter:

In the financial statements, inventory is measured at the lower of the cost and net realizable value. Market turns inactive and the sales volumes of real estate tends downward due to the law, regulation and economic cycle. As a result, the related product price may vary, which would increase the risk of the inventory cost over its net realizable value.

How the matter was addressed in our audit: Our Principal audit procedures included:

- Evaluate whether the accounting policy adjustments are in accordance with business cycle and other economic decree.
- Evaluate whether the market data provided has been updated on regular or irregular basis to reflect the real economic situation.

Our audit procedures included discussing the current market tendencies and business strategies with management, and obtaining the sufficient audit evidence to assure the accurateness of the inventory assessment.

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

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

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

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

Auditors' Responsibilities for the Audit of the Financial Statements

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

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

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

5. Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient and appropriate audit evidence regarding the financial information of the investment in other entities accounted for using the equity method to express an opinion on this financial statements. We are responsible for the direction, supervision and performance of the audit. We remain solely responsible for our audit opinion.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audit resulting in this independent auditors' report are Chuang Chun Wei and Wang Chin Sun.

KPMG

Taipei, Taiwan (Republic of China) March 18, 2020

Notes to Readers

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

The independent auditors' report and the accompanying 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' report and financial statements, the Chinese version shall prevail.

會計師查核報告

宏普建設股份有限公司董事會 公鑒：

查核意見

宏普建設股份有限公司及子公司（以下併稱合併公司）民國一〇八年及一〇七年十二月三十一日之合併資產負債表，暨民國一〇八年及一〇七年一月一日至十二月三十一日之合併綜合損益表、合併權益變動表及合併現金流量表，以及合併財務報告附註（包括重大會計政策彙總），業經本會計師查核竣事。

依本會計師之意見，上開合併財務報告在所有重大方面係依照證券發行人財務報告編製準則暨經金融監督管理委員會認可並發布生效之國際財務報導準則、國際會計準則、解釋及解釋公告編製，足以允當表達合併公司民國一〇八年及一〇七年十二月三十一日之合併財務狀況，暨民國一〇八年及一〇七年一月一日至十二月三十一日之合併財務績效及合併現金流量。

查核意見之基礎

本會計師係依照會計師查核簽證財務報表規則及一般公認審計準則執行查核工作。本會計師於該等準則下之責任將於會計師查核合併財務報告之責任段進一步說明。本會計師所隸屬事務所受獨立性規範之人員已依會計師職業道德規範，與合併公司保持超然獨立，並履行該規範之其他責任。本會計師相信已取得足夠及適切之查核證據，以作為表示查核意見之基礎。

其他事項

宏普建設股份有限公司已編製民國一〇八年及一〇七年度之個體財務報告，並經本會計師出具無保留意見之查核報告在案，備供參考。

關鍵查核事項

關鍵查核事項係指依本會計師之專業判斷，對合併公司民國一〇八年度合併財務報告之查核最為重要之事項。該等事項已於查核合併財務報告整體及形成查核意見之過程中予以因應，本會計師並不對該等事項單獨表示意見。本會計師判斷應溝通在查核報告上之關鍵查核事項如下：

一、收入認列

有關收入認列之會計政策請詳合併財務報告附註四(十五)收入認列；收入相關揭露請詳合併財務報告附註六(十五)。

關鍵查核事項之說明：

合併公司主要營業收入來源來自於房地銷售，因此，收入認列之測試為本會計師執行合併公司合併財務報告查核重要的評估事項之一。

因應之查核程序：

本會計師對上述關鍵查核事項之主要查核程序包括

- 比較收入認列政策與會計準則，以評估合併公司所採用政策之適當性；
- 測試重要組成之收入，檢視銷售合約以確認其交易之真實性並確認收入認列時點是否符合政策與會計準則。

本會計師亦評估合併公司收入認列政策之揭露及其他揭露資訊之適當性。並核對房地銷售合約及交屋及產權完成移轉時點，及評估合併公司之收入認列政策是否依相關公報規定辦理，以確認有無重大異常。

二、存貨評價

有關存貨評價會計政策請詳合併財務報告附註四(八)存貨；存貨評價之會計估計及假設不確定性，請詳合併財務報告附註五；存貨相關揭露請詳合併財務報告附註六(四)。

關鍵查核事項之說明：

在合併財務報表中，存貨係以成本與淨變現價值孰低衡量。由於法令規範及市場循環造成市場觀望態度，致不動產成交量呈現量縮趨勢，其相關產品價格可能產生波動，致可能產生存貨成本可能高於淨變現價值之風險。

因應之查核程序：

本會計師對上述關鍵查核事項之主要查核程序包括

- 評估該公司存貨評估政策是否有因景氣循環或其他經濟法令等因素做出適當調整。
- 評估該公司提供之市價資料是否定期或不定期更新已符合經濟現況。

- 本會計師之查核程序，包括與相關管理階層討論市場近況及公司經營策略，並取得相關證明文據以確認評價之正確性。

管理階層與治理單位對合併財務報告之責任

管理階層之責任係依照證券發行人財務報告編製準則編製允當表達之合併財務報告，且維持與合併財務報告編製有關之必要內部控制，以確保合併財務報告未存有導因於舞弊或錯誤之重大不實表達。

於編製合併財務報告時，管理階層之責任亦包括評估合併公司繼續經營之能力、相關事項之揭露，以及繼續經營會計基礎之採用，除非管理階層意圖清算宏普建設股份有限公司或停止營業，或除清算或停業外別無實際可行之其他方案。

合併公司之治理單位審計委員會負有監督財務報導流程之責任。

會計師查核合併財務報告之責任

本會計師查核合併財務報告之目的，係對合併財務報告整體是否存有導因於舞弊或錯誤之重大不實表達取得合理確信，並出具查核報告。合理確信係高度確信，惟依照一般公認審計準則執行之查核工作無法保證必能偵出合併財務報告存有之重大不實表達。不實表達可能導因於舞弊或錯誤。如不實表達之個別金額或彙總數可合理預期將影響合併財務報告使用者所作之經濟決策，則被認為具有重大性。

本會計師依照一般公認審計準則查核時，運用專業判斷並保持專業上之懷疑。本會計師亦執行下列工作：

1. 辨認並評估合併財務報告導因於舞弊或錯誤之重大不實表達風險；對所評估之風險設計及執行適當之因應對策；並取得足夠及適切之查核證據以作為查核意見之基礎。因舞弊可能涉及共謀、偽造、故意遺漏、不實聲明或踰越內部控制，故未偵出導因於舞弊之重大不實表達之風險高於導因於錯誤者。
2. 對與查核攸關之內部控制取得必要之瞭解，以設計當時情況下適當之查核程序，惟其目的非對合併公司內部控制之有效性表示意見。
3. 評估管理階層所採用會計政策之適當性，及其所作會計估計與相關揭露之合理性。
4. 依據所取得之查核證據，對管理階層採用繼續經營會計基礎之適當性，以及使合併公司繼續經營之能力可能產生重大疑慮之事件或情況是否存在重大不確定性，作出結論。本會計師若認為該等事件或情況存在重大不確定性，則須於查核報告中提醒合併財務報告使用者注意合併財務報

告之相關揭露，或於該等揭露係屬不適當時修正查核意見。本會計師之結論係以截至查核報告日所取得之查核證據為基礎。惟未來事件或情況可能導致合併公司不再具有繼續經營之能力。

5. 評估合併財務報告（包括相關附註）之整體表達、結構及內容，以及合併財務報告是否允當表達相關交易及事件。
6. 於集團內組成個體之財務資訊取得足夠及適切之查核證據，以對合併財務報告表示意見。本會計師負責集團查核案件之指導、監督及執行，並負責形成集團之查核意見。

本會計師與治理單位溝通之事項，包括所規劃之查核範圍及時間，以及重大查核發現（包括於查核過程中所辨認之內部控制顯著缺失）。

本會計師亦向治理單位提供本會計師所隸屬事務所受獨立性規範之人員已遵循會計師職業道德規範中有關獨立性之聲明，並與治理單位溝通所有可能被認為會影響會計師獨立性之關係及其他事項（包括相關防護措施）。

本會計師從與治理單位溝通之事項中，決定對合併公司民國一〇八年度合併財務報告查核之關鍵查核事項。本會計師於查核報告中敘明該等事項，除非法令不允許公開揭露特定事項，或在極罕見情況下，本會計師決定不於查核報告中溝通特定事項，因可合理預期此溝通所產生之負面影響大於所增進之公眾利益。

安 侯 建 業 聯 合 會 計 師 事 務 所

莊鈞維



會 計 師：

王清松



證券主管機關：金管證審字第 1040010193 號
核准簽證文號：(88)台財證(六)字第 18311 號

民 國 一〇九 年 三 月 十 八 日

Independent Auditors' Report

To the Board of Directors of Hong Pu Real Estate Development Co., Ltd.:

Opinion

We have audited the consolidated financial statements of Hong Pu Real Estate Development Co., Ltd. and its subsidiaries (“the Group”), which comprise the consolidated balance sheets as of December 31, 2019 and 2018, the consolidated statement of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at December 31, 2019 and 2018, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and with the International Financial Reporting Standards (“IFRSs”), International Accounting Standards (“IASs”), Interpretations developed by the International Financial Reporting Interpretations Committee (“IFRIC”) or the former Standing Interpretations Committee (“SIC”) endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

Basis for Opinion

We conducted our audit in accordance with the Regulations Governing Auditing and Certification of Financial Statements by Certified Public Accountants and the auditing standards generally accepted in the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Certified Public Accountants Code of Professional Ethics in Republic of China (“the Code”), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis of our opinion.

Other Matter

Hong Pu Real Estate Development Co., Ltd. has prepared its parent-company only financial statements as of and for the years ended December 31, 2019 and 2018, on which we have issued an unmodified opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key matters to be communicated in our report.

1. Recognition of Revenue

Please refer to note 4 (o) for the relevant accounting policy regarding recognition of revenue, and refer to note 6 (o) for relevant disclosures.

Description of key audit matter:

The main operation income of the Group is derived from the sales of premises.

Therefore, the recognition of revenue has been identified as one of the key audit matters in conducting the examination of the consolidated financial statement.

How the matter was addressed in our audit: Our principal audit procedures included:

- Comparison of the policy concerning the revenue recognition with the accounting standards, in order to assess the appropriateness of the policy adopted by the Group.
- Inspect the main compositions of the revenue through review the sales contract to verify the authenticity of transaction and confirm whether the timing of recognition matches with accounting policies and standards.

We also examine the appropriateness of disclosure of the revenue recognition policy of the Group and so does other information. So as to ensure if any significant abnormality exists, we review the sales contract with the timing of transfer completion of the property and property rights as well as assess the revenue recognition policy of the Group applied in accordance with the relevant Accounting Bulletins.

2. Valuation of Inventories

Please refer to note 4 (h) for accounting policy regarding the inventories valuation; refer to note 5 for accounting estimation and assumption of the inventories valuation; please refer to note 6 (d) for relevant inventory disclosures.

Description of key audit matter:

In the consolidated financial statements, inventory is measured at the lower of the cost and net realizable value. Market turns inactive and the sales volumes of real estate tends downward due to the law, regulation and economic cycle. As a result, the related product price may vary, which would increase the risk of the inventory cost over its net realizable value.

How the matter was addressed in our audit: Our Principal audit procedures included:

- Evaluate whether the accounting policy adjustments are in accordance with business cycle and other economic decree.
- Evaluate whether the market data provided has been updated on regular or irregular basis to reflect the real economic situation.
- Our audit procedures included discussing the current market tendencies and business strategies with management, and obtaining the sufficient audit evidence to assure the accurateness of the inventory assessment.

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

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

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

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

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

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

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

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

based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audit resulting in this independent auditors' report are Chuang Chun Wei and Wang Chin Sun.

KPMG

Taipei, Taiwan (Republic of China) March 18, 2020

Notes to Readers

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

第三案

案由：一〇八年度員工酬勞及董事酬勞分配情形報告。

說明：本公司一〇八年度員工酬勞及董事酬勞分配情形如下：

1. 本公司108年度經會計師查核後之獲利（未計入董事、監察人酬勞2,200,000元及員工酬勞（108年度當期費用9,800,400元,在建費用2,199,600元）之稅後淨利）為新台幣619,727,034元，依本公司章程第29條「員工酬勞不得低於百分之一，及董事酬勞不得高於百分之三」之規定辦理。
2. 本次提撥董事及監察人酬勞0.355%，計新台幣2,200,000元，員工酬勞1.936%,計新台幣12,000,000元。
3. 董事及監察人及員工酬勞全數以現金方式發放，員工酬勞新台幣12,000,000元發放對象包含本公司及從屬公司之全職員工為限，其條件及金額依本公司「員工酬勞發給辦法」之規定處理之。

Proposal 3

Proposal: Report of the 2019 Employees' remuneration and remuneration of directors.

Explanation: Report of the 2019 Employees' Remuneration and Remuneration of Directors and Supervisors.

1. Profits of 2019 audited by KPMG is NT\$619,727,034 before deducting remuneration of directors and supervisors NT\$2,200,000 and employees' remuneration NT\$12,000,000 (operating expenses NT\$9,800,400 + construction in progress – project expenses NT\$2,199,600). In the Article 29 of Incorporation, employees' remuneration is not less than 1% of profits and remuneration of directors is not exceed 3% of profits.
2. Remuneration of directors and supervisors is 0.355% of profits, NT\$2,200,000. Employees' compensation is 1.936% of profits, NT\$12,000,000.
3. Remuneration of directors and supervisors will be distributed by cash NT\$2,200,000. Employees' remuneration will be distributed by cash NT\$12,000,000. Employee including the employees of subsidiaries of the company. Qualification requirements of employees are specified in the procedures for employees' compensation of the company.



承認事項

第一案

【董事會提】

案由：一〇八年度營業報告書及財務報表承認案。

說明：（一）本公司108年度財務報表，業經安侯建業聯合會計師事務所莊鈞維及王清松會計師查核竣事，並出具查核報告在案，併同營業報告書，送請審計委員會查核完畢，提請股東常會承認。

（二）前項表冊敬請參閱本手冊第35至50頁。

決議：



Proposals

Proposal 1

【Proposed by the Board】

Proposal: Adoption of the 2019 Business Report and Financial Statements.

Explanation: 1. The Company's Financial Statements, including the balance sheets, statements of comprehensive income, statements of changes in equity, and statement of cash flows, were audited by independent auditors, Mr. C. W. Chuang and Mr. C. S. Wang of KPMG Certified Public Accountants. Also Business Report has been examined by the Audit committee of the Company. Please ratify the Financial Statements.

2. Please refer to page 35 to 50 for The Company's Financial Statements to this Agenda Manual.

Resolution:

宏普建設股份有限公司

資產負債表

民國一〇八年及一〇七年十二月三十一日

單位：新台幣千元

資 產	108.12.31		107.12.31			負債及權益	108.12.31		107.12.31		
	金 額	%	金 額	%			金 額	%	金 額	%	
流動資產：						流動負債：					
現金及約當現金(附註六(一))	\$ 1,137,864	6	611,067	4	2100	短期借款(附註六(九))	\$ 5,097,000	26	1,887,000	12	
透過損益按公允價值衡量之金融資產					2110	應付短期票券(附註六(九))	1,805,417	9	1,843,088	12	
一 流動(附註六(二))	4,268	-	18,851	-	2130	約負債(附註六(十五)及九)	465,106	3	200,969	1	
應收票據淨額(附註六(三)及(十五))	51,719	-	32,180	-	2150	應付票據	29,924	-	85,793	1	
應收帳款淨額(附註六(三)及(十五))	67,624	-	38,261	-	2170	應付帳款	180,447	1	222,344	1	
其他應收款－關係人(附註七)	1,392	-	-	-	2200	其他應付款	210,727	1	141,307	1	
存貨(附註六(四)、八及九)	17,678,639	90	14,538,223	91	2230	當期所得稅負債	2,744	-	20,433	-	
預付款項	164,193	1	181,665	1	2399	其他流動負債-其他	39,785	-	41,112	-	
待出售非流動資產(附註六(五))	-	-	253,256	2		流動負債合計	7,831,150	40	4,442,046	28	
其他金融資產－流動(附註六(十五)及九)	180,463	1	2,230	-	2600	非流動負債：	10,815	-	7,252	-	
其他流動資產－其他(附註九)	126,070	1	10,419	-		其他非流動負債	7,841,965	40	4,449,298	28	
取得合約之增額成本	118,360	-	11,504	-		負債總計					
流動資產合計	19,530,592	99	15,697,656	98		權益：					
非流動資產：					3110	普通股股本(附註六(十三))	3,328,087	17	3,328,087	20	
採用權益法之投資(附註六(六))	30,579	-	63,634	-	3200	資本公積(附註六(十三))	2,042,348	10	2,041,583	13	
不動產、廠房及設備(附註六(七)及八)	83,174	-	86,238	1	3310	保留盈餘：					
存出保證金(附註九)	113,585	1	222,125	1	3320	法定盈餘公積(附註六(十三))	1,856,887	9	1,812,417	11	
其他非流動資產－其他	18,111	-	28,509	-	3350	特別盈餘公積(附註六(十三))	9,529	-	-	-	
非流動資產合計	245,449	1	400,506	2		未分配盈餘(附註六(十三))	4,697,225	24	4,476,306	28	
							6,563,641	33	6,288,723	39	
					3470	其他權益：					
						與待出售非流動資產(或處分群組)直接相關之權益(附註六(十三))	-		(9,529)	-	
						權益總計	11,934,076	60	11,648,864	72	
資產總計	\$ 19,776,041	100	16,098,162	100		負債及權益總計	\$ 19,776,041	100	16,098,162	100	

(請詳閱後附個體財務報告附註)

董事長：段津華



經理人：段津華



會計主管：劉寶妹



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宏普建設股份有限公司

綜合損益表

民國一〇八年及一〇七年一月一日至十二月三十一日

單位：新台幣千元

	108 年度		107 年度	
	金 額	%	金 額	%
營業收入：				
4300 租賃收入(附註六(十)(十五)及七)	\$ 32,687	1	20,204	-
4511 營建收入(附註六(十五))	2,913,916	101	3,977,559	102
4519 減：營建收入退回及折讓	60,593	2	79,729	2
銷貨收入淨額	2,886,010	100	3,918,034	100
營業成本：				
5300 租賃成本	3,765	-	915	-
5510 營建成本	2,121,982	74	3,266,201	83
營業成本	2,125,747	74	3,267,116	83
營業毛利	760,263	26	650,918	17
營業費用(附註六(十一)及七)：				
6100 推銷費用	150,550	5	170,789	5
6200 管理費用	41,350	1	46,684	1
6450 預期信用減損損失(附註六(三))	-	-	250	-
營業費用合計	191,900	6	217,723	6
營業淨利	568,363	20	433,195	11
營業外收入及支出：				
7010 其他收入(附註六(十七)及七)	51,576	2	101,240	2
7020 其他利益及損失(附註六(十七))	121,091	4	(4,034)	-
7050 財務成本(附註六(十七))	(56,662)	(2)	(34,588)	(1)
7060 採用權益法認列之子公司及關聯企業損益之份額 (附註六(六))	(2,362)	-	25,029	1
營業外收入及支出合計	113,643	4	87,647	2
7900 稅前淨利	682,006	24	520,842	13
7951 減：所得稅費用(附註六(十二))	74,279	3	76,138	2
8200 本期淨利	607,727	21	444,704	11
其他綜合損益：(附註六(十三))				
8360 後續可能重分類至損益之項目：				
8361 國外營運機構財務報告換算之兌換差額	-	-	2,351	-
8365 與待出售非流動資產(或處分群組)直接相關之權益	9,529	-	-	-
8399 減：與其他綜合損益組成部分相關之所得稅	-	-	-	-
8300 其他綜合損益(稅後淨額)	9,529	-	2,351	-
8500 本期綜合損益總額	\$ 617,256	21	447,055	11
基本每股盈餘(附註六(十四))(單位：新台幣元)	\$ 1.83		1.34	
稀釋每股盈餘(附註六(十四))(單位：新台幣元)	\$ 1.82		1.33	

(請詳閱後附個體財務報告附註)

董事長：段津華



經理人：段津華



會計主管：劉寶妹



(English Translation of Financial Statements Originally Issued in Chinese)
HONG PU REAL ESTATE DEVELOPMENT CO., LTD.

Statements of Comprehensive Income

For the years ended December 31, 2019 and 2018

(expressed in thousands of New Taiwan dollars Except Earnings per Share)

		2019		2018	
		Amount	%	Amount	%
Operating revenue:					
4300	Rental revenue (notes 6(j) (o) and 7)	\$ 32,687	1	20,204	-
4511	Construction contract revenue (notes 6(o))	2,913,916	101	3,977,559	102
4519	Less: Construction contract revenue returns and discount	60,593	2	79,729	2
Net operating revenue		<u>2,886,010</u>	<u>100</u>	<u>3,918,034</u>	<u>100</u>
Operating cost:					
5300	Rental Cost	3,765	-	915	-
5510	Construction contract cost	2,121,982	74	3,266,201	83
Net operating cost		<u>2,125,747</u>	<u>74</u>	<u>3,267,116</u>	<u>83</u>
Gross profit		<u>760,263</u>	<u>26</u>	<u>650,918</u>	<u>17</u>
Operating expenses(note6(k)and7):					
6100	Selling expenses	150,550	5	170,789	5
6200	Administrative expenses	41,350	1	46,684	1
6450	Impairment loss determined in accordance with IFRS 9 (note 6(c))	-	-	250	-
Total operating expenses		<u>191,900</u>	<u>6</u>	<u>217,723</u>	<u>6</u>
Operating income		<u>568,363</u>	<u>20</u>	<u>433,195</u>	<u>11</u>
Non-operating income and expenses:					
7010	Other income (note 6(q)and7)	51,576	2	101,240	2
7020	Other gains and losses (note 6(q))	121,091	4	(4,034)	-
7050	Finance costs (note 6(q))	(56,662)	(2)	(34,588)	(1)
7060	Share of profit of investment in associates and subsidiaries accounted for using equity method (note 6(f))	(2,362)	-	25,029	1
Total non-operating income and expenses		<u>113,643</u>	<u>4</u>	<u>87,647</u>	<u>2</u>
7900	Profit before tax	682,006	24	520,842	13
7951	Less: income tax expenses (note 6(l))	<u>74,279</u>	<u>3</u>	<u>76,138</u>	<u>2</u>
8200	Profit	<u>607,727</u>	<u>21</u>	<u>444,704</u>	<u>11</u>
Other comprehensive income (loss) (note 6(p)):					
8360	Items that may be reclassified subsequently to profit or loss:				
8361	Financial statements translation differences for foreign operations	-	-	2,351	-
8365	Interest directly related to non-current asset that will be reclassified to profit or loss	9,529	-	-	-
8399	Income tax expense relating to components of other comprehensive income (loss)	-	-	-	-
8300	Other comprehensive income (after tax)	<u>9,529</u>	<u>-</u>	<u>2,351</u>	<u>-</u>
8500	Total comprehensive income	<u>\$ 617,256</u>	<u>21</u>	<u>447,055</u>	<u>11</u>
Earnings per share (in dollars), after tax (note 6(q)):					
Basic earnings per share		<u>\$ 1.83</u>		<u>1.34</u>	
Diluted earnings per share		<u>\$ 1.82</u>		<u>1.33</u>	

See accompanying notes to financial statements.

宏普建設股份有限公司

權益變動表

民國一〇八年及一〇七年一月一日至十二月三十一日

單位：新台幣千元

	普通股 股 本	資本公積	保 留 盈 餘			合 計	其 他 權 益 項 目			權益總額
			法定盈 餘公積	特別盈 餘公積	未分配 盈 餘		國外營運機構 財務報表換算 之兌換差額	與待出售非流 動資產直接 相關之損益	備供出售 金融商品未 實現(損)益	
民國一〇七年一月一日餘額	\$ 3,328,087	2,041,583	1,734,163	-	4,552,967	6,287,130	(11,880)	-	22,343	11,667,263
追溯適用新準則之調整數	-	-	-	-	56,102	56,102	-	-	(22,343)	33,759
民國一〇七年一月一日重編後餘額	3,328,087	2,041,583	1,734,163	-	4,609,069	6,343,232	(11,880)	-	-	11,701,022
本期淨利	-	-	-	-	444,704	444,704	-	-	-	444,704
本期其他綜合損益	-	-	-	-	-	-	2,351	-	-	2,351
本期綜合損益總額	-	-	-	-	444,704	444,704	2,351	-	-	447,055
提列法定盈餘公積	-	-	78,254	-	(78,254)	-	-	-	-	-
普通股現金股利	-	-	-	-	(499,213)	(499,213)	-	-	-	(499,213)
其 他	-	-	-	-	-	-	9529	(9,529)	-	-
民國一〇七年十二月三十一日餘額	3,328,087	2,041,583	1,812,417	-	4,476,306	6,288,723	-	(9,529)	-	11,648,864
本期淨利	-	-	-	-	607,727	607,727	-	-	-	607,727
本期其他綜合損益	-	-	-	-	-	-	-	9,529	-	9,529
本期綜合損益總額	-	-	-	-	607,727	607,727	-	-	-	617,256
提列法定盈餘公積	-	-	44,470	-	(44,470)	-	-	-	-	-
提列特別盈餘公積	-	-	-	9,529	(9,529)	-	-	-	-	-
普通股現金股利	-	-	-	-	(332,809)	(332,809)	-	-	-	(332,809)
處分採用權益法之子公司	-	765	-	-	-	-	-	-	-	765
民國一〇八年十二月三十一日餘額	<u>\$ 3,328,087</u>	<u>2,042,348</u>	<u>1,856,887</u>	<u>9,529</u>	<u>4,697,225</u>	<u>6,563,641</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>11,934,076</u>

(請詳閱後附個體財務報告附註)

董事長：段津華



經理人：段津華



會計主管：劉寶妹



(English Translation of Financial Statements Originally Issued in Chinese)
HONG PU REAL ESTATE DEVELOPMENT CO., LTD.

Statements of Changes in Equity
For the years ended December 31, 2019 and 2018
(Expressed in thousands of New Taiwan dollars)

	Common stock	Capital surplus	Legal reserve	Retained earnings		Total	Other equity adjustments			Total equity
				Special reserve	Unappropriated earnings		Financial statements translation differences for foreign operations	Unrealized gain (loss) on valuation of available-for-sale financial assets	Interest directly related to non-current asset	
Balance at January 1, 2018	\$ 3,328,087	2,041,583	1,734,163	-	4,552,967	6,287,130	(11,880)	-	22,343	11,667,263
Effects of retrospective application	-	-	-	-	56,102	56,102	-	-	(22,343)	33,759
Balance on January 1, 2018 after adjustments	3,328,087	2,041,583	1,734,163	-	4,609,069	6,343,232	(11,880)	-	-	11,701,022
Net income	-	-	-	-	444,704	444,704	-	-	-	444,704
Other comprehensive income (loss)	-	-	-	-	-	-	2,351	-	-	2,351
Total comprehensive income (loss)	-	-	-	-	444,704	444,704	2,351	-	-	447,055
Appropriations and distributions:										
Legal reserve	-	-	78,254	-	(78,254)	-	-	-	-	-
Cash dividends	-	-	-	-	(499,213)	(499,213)	-	-	-	(499,213)
Other	-	-	-	-	-	-	9,529	(9,529)	-	-
Balance at December 31, 2018	3,328,087	2,041,583	1,812,417	-	4,476,306	6,288,723	-	(9,529)	-	11,648,864
Net income	-	-	-	-	607,727	607,727	-	-	-	607,727
Other comprehensive income (loss)	-	-	-	-	-	-	-	9,529	-	9,529
	-	-	-	-	607,727	607,727	-	9,529	-	617,256
Appropriations and distributions:										
Legal reserve	-	-	44,470	-	(44,470)	-	-	-	-	-
Special reserve	-	-	-	9,529	(9,529)	-	-	-	-	-
Cash dividends	-	-	-	-	(332,809)	(332,809)	-	-	-	(332,809)
Disposal of investment using equity method	-	765	-	-	-	-	-	-	-	765
Balance at December 31, 2019	<u>\$ 3,328,087</u>	<u>2,042,348</u>	<u>1,856,887</u>	<u>9,529</u>	<u>4,697,225</u>	<u>6,563,641</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>11,934,076</u>

See accompanying notes to financial statements.

宏普建設股份有限公司

現金流量表

民國一〇八年及一〇七年一月一日至十二月三十一日

單位：新台幣千元

	108 年 度	107 年 度
營業活動之現金流量：		
本期稅前淨利	\$ 682,006	520,842
調整項目：		
收益費損項目		
預期信用減損損失	-	250
折舊費用	2,779	3,452
攤銷費用	131	126
透過損益按公允價值衡量金融資產之淨利益	(3,295)	(263)
利息費用	56,662	34,588
利息收入	(2,310)	(989)
股利收入	(423)	(996)
採用權益法認列之子公司及關聯企業損(益)之份額	2,362	(25,029)
處分待出售非流動資產之淨損益	(138,618)	-
收益費損項目合計	(82,712)	11,139
與營業活動相關之資產／負債變動數：		
透過損益按公允價值衡量之金融資產	17,878	19,372
應收票據	(19,539)	22,677
應收帳款	(29,363)	(11,997)
其他應收款-關係人	(1,392)	-
存貨	(3,112,821)	1,419,846
預付款項	17,472	5,855
其他流動資產	4,532	4,276
取得合約之增額成本	(106,856)	22,255
其他金融資產	(178,233)	170,908
應付票據	(55,869)	21,799
應付帳款	(41,612)	(246,867)
其他應付款項	70,311	83,635
合約負債	264,137	(802,143)
其他流動負債	(1,327)	5,270
與營業活動相關之資產及負債之淨變動合計	(3,172,682)	714,886
調整項目合計	(3,255,394)	726,025
營運產生之現金流入(流出)	(2,573,388)	1,246,867
收取之利息	2,310	989
支付之利息	(85,148)	(75,225)
支付所得稅	(91,968)	(78,188)
營業活動之淨現金流入(流出)	(2,748,194)	1,094,443
投資活動之現金流量：		
採用權益法之被投資公司減資退還股款	230,871	222,059
處分子公司	31,458	-
處分待出售非流動資產	170,532	(12,487)
取得不動產、廠房及設備	-	(77,431)
存出保證金增加	(1,178,626)	412,296
存出保證金減少	1,166,983	7,967
其他非流動資產減少(增加)	10,267	996
收取之股利	423	(64,200)
取得採用權益法之投資	-	489,200
投資活動之淨現金流入	431,908	-
籌資活動之現金流量：		
短期借款增加	5,500,000	2,577,000
短期借款減少	(2,290,000)	(2,857,000)
應付短期票券增加	7,860,691	9,973,186
應付短期票券減少	(7,898,362)	(10,415,666)
其他非流動負債增加(減少)	3,563	5,167
發放現金股利	(332,809)	(499,213)
籌資活動之淨現金流入(流出)	2,843,083	(1,216,526)
本期現金及約當現金增加數	526,797	367,117
期初現金及約當現金餘額	611,067	243,950
期末現金及約當現金餘額	\$ 1,137,864	611,067

(請詳閱後附個體財務報告附註)

董事長：段津華



經理人：段津華



會計主管：劉寶妹



(English Translation of Financial Statements Originally Issued in Chinese)
HONG PU REAL ESTATE DEVELOPMENT CO., LTD.

Statements of Cash Flows

For the years ended December 31, 2019 and 2018

(expressed in thousands of New Taiwan dollars)

	2019	2018
Cash flows from (used in) operating activities:		
Profit before income tax	\$ 682,006	520,842
Adjustments:		
Adjustments to reconcile profit and loss:		
Expected credit loss for bad debt expense	-	250
Depreciation expense	2,779	3,452
Amortization expense	131	126
Net profit on financial assets at fair value through profit or loss	(3,295)	(263)
Interest expenses	56,662	34,588
Interest income	(2,310)	(989)
Dividend income	(423)	(996)
Recognized shares of profit of investment in associates accounted for using equity method	2,362	(25,029)
Gains on disposal of non-current asset	(138,618)	-
Total adjustments to reconcile profit and loss	(82,712)	11,139
Net changes in operating assets and liabilities:		
Financial asset at fair value through profit or loss	17,878	19,372
Notes receivable	(19,539)	22,677
Accounts receivable	(29,363)	(11,997)
Other receivable—related parties	(1,392)	-
Inventories	(3,112,821)	1,419,846
Prepayments	17,472	5,855
Other current assets	4,532	4,276
Incremental costs of obtaining a contract	(106,856)	22,255
Other financial assets	(178,233)	170,908
Notes payable	(55,869)	21,799
Accounts payable	(41,612)	(246,867)
Other payable	70,311	83,635
Current contract liabilities	264,137	(802,143)
Other current liabilities	(1,327)	5,270
Total changes in operating assets / liabilities, net	(3,172,682)	714,886
Total adjustments	(3,255,394)	726,025
Cash generated from operations	(2,573,388)	1,246,867
Interest received	2,310	989
Interest paid	(85,148)	(75,225)
Income tax paid	(91,968)	(78,188)
Net cash flows from (used in) operating activities	<u>(2,748,194)</u>	<u>1,094,443</u>
Cash flows from (used in) investing activities:		
Return of capital of investments accounted for using equity method due to capital reduction	230,871	222,059
Disposal of subsidiaries	31,458	-
Price of disposal of non-current asset	170,532	-
Acquisition of property, plant and equipment	-	(12,487)
Increase in refundable deposits	(1,178,626)	(77,431)
Decrease in refundable deposits	1,166,983	412,296
Decrease (increase) in other assets	10,267	7,967
Dividends received	423	996
Acquisition of investments accounted for using equity method	-	(64,200)
Net cash flows from (used in) investing activities	<u>431,908</u>	<u>489,200</u>
Cash flows from (used in) financing activities:		
Increase in short-term borrowings	5,500,000	2,577,000
Decrease in short-term borrowings	(2,290,000)	(2,857,000)
Increase in short-term commercial paper payable	7,860,691	9,973,186
Decrease in short-term commercial paper payable	(7,898,362)	(10,415,666)
Decrease in other non-liabilities	3,563	5,167
Cash dividends paid	(332,809)	(499,213)
Net cash flows used in financing activities	<u>2,843,083</u>	<u>(1,216,526)</u>
Net increase in cash and cash equivalents	526,797	367,117
Cash and cash equivalents, at beginning of period	611,067	243,950
Cash and cash equivalents, at end of period	<u>\$ 1,137,864</u>	<u>611,067</u>

See accompanying notes to financial statements.

宏普建設股份有限公司及子公司

合併資產負債表

民國一〇八年及一〇七年十二月三十一日

單位：新台幣千元

		108.12.31		107.12.31				108.12.31		107.12.31	
資 產		金 額	%	金 額	%	負債及權益		金 額	%	金 額	%
流動資產：						流動負債：					
1100	現金及約當現金(附註六(一))	\$ 1,183,231	6	659,935	4	2100	短期借款(附註六(九))	\$ 5,097,000	26	1,887,000	12
1110	透過損益按公允價值衡量之金融資產					2110	應付短期票券(附註六(九))	1,805,417	9	1,843,088	12
	一流動(附註六(二))	4,268	-	18,851	-	2130	合約負債(附註六(十五)及九)	465,106	3	200,969	1
1150	應收票據淨額(附註六(三)及(十五))	51,719	-	32,180	-	2150	應付票據	29,924	-	85,793	1
1170	應收帳款淨額(附註六(三)及(十五))	67,624	-	38,261	-	2170	應付帳款	180,447	1	222,344	1
1320	存貨(附註六(四)、八及九)	17,681,938	89	14,541,229	91	2200	其他應付款	211,173	1	142,705	1
1410	預付款項	166,415	1	183,870	1	2230	當期所得稅負債	2,744	-	20,433	-
1460	待出售非流動資產(附註六(五))	-	-	253,256	2	2399	其他流動負債-其他	39,752	-	41,038	-
1476	其他金融資產一流動(附註六(十五)						流動負債合計	7,831,563	40	4,443,370	28
	及九)	180,463	1	2,230	-		非流動負債：				
1479	其他流動資產一其他(附註九)	126,072	1	10,424	-	2600	其他非流動負債	10,815	-	7,252	-
1480	取得合約之增額成本	118,360	1	11,504	-		負債總計	7,842,378	40	4,450,622	28
	流動資產合計	19,580,090	99	15,751,740	98		權益：				
	非流動資產：					3110	普通股股本(附註六(十三))	3,328,087	17	3,328,087	20
1600	不動產、廠房及設備(附註六(七)及					3200	資本公積(附註六(十三))	2,042,348	10	2,041,583	13
	八)	83,174	-	86,238	1		保留盈餘：				
1920	存出保證金(附註九)	123,585	1	232,125	1	3310	法定盈餘公積(附註六(十三))	1,856,887	9	1,812,417	11
1990	其他非流動資產一其他	18,985	-	29,383	-	3320	特別盈餘公積(附註六(十三))	9,529	-	-	-
	非流動資產合計	225,744	1	347,746	2	3350	未分配盈餘(附註六(十三))	4,697,225	24	4,476,306	28
								6,563,641	33	6,288,723	39
							其他權益：				
						3470	與待出售非流動資產(或處分群組)				
							直接相關之權益(附註六(十三))	-	-	(9,529)	-
							歸屬於母公司業主之權益合計	11,934,076	60	11,648,864	72
							非控股權益	29,380	-	-	-
						36XX	權益總計	11,963,456	60	11,648,864	72
							負債及權益總計	\$19,805,834	100	16,099,486	100
資產總計		\$ 19,805,834	100	16,099,486	100						

(請詳閱後附合併財務報告附註)

董事長：段津華



經理人：段津華



會計主管：劉寶妹



(English Translation of consolidated financial statements Originally Issued in Chinese)
HONG PU REAL ESTATE DEVELOPMENT CO., LTD. AND SUBSIDIARIES

Consolidated Balance Sheets

December 31, 2019 and 2018

(expressed in thousands of New Taiwan dollars)

		December 31, 2019		December 31, 2018				December 31, 2019		December 31, 2018	
Assets		Amount	%	Amount	%	Liabilities and Stockholders' Equity		Amount	%	Amount	%
Current assets:						Current liabilities:					
1100	Cash and cash equivalents (note 6(a))	\$ 1,183,231	6	659,935	4	2100	Short-term loans (note 6(i))	\$ 5,097,000	26	1,887,000	12
1110	Financial assets at fair value through profit and loss (note 6(b))	4,268	-	18,851	-	2110	Short-term notes and bills payable (note 6(ii))	1,805,417	9	1,843,088	12
1150	Notes receivable, net (notes 6(c)(o))	51,719	-	32,180	-	2130	Current contract liabilities (note 6(o) and 9)	465,106	3	200,969	1
1170	Accounts receivable, net (note 6(c)(o))	67,624	-	38,261	-	2150	Notes payable	29,924	-	85,793	1
1320	Inventories (notes 6(d) 8 and 9)	17,681,938	89	14,541,229	91	2170	Accounts payable	180,447	1	222,344	1
1410	Prepayments	166,415	1	183,870	1	2200	Other payable	211,173	1	142,705	1
1460	Non-current assets held for sale (note 6(e))	-	-	253,256	2	2230	Current tax liabilities	2,744	-	20,433	-
1476	Other financial assets—current (notes 6(o) and 9)	180,463	1	2,230	-	2399	Other current liabilities	39,752	-	41,038	-
1479	Other current assets (note 9)	126,072	1	10,424	-		Total current liabilities	<u>7,831,563</u>	<u>40</u>	<u>4,443,370</u>	<u>28</u>
1480	Incremental costs of obtaining a contract	118,360	1	11,504	-		Non-current liabilities:				
	Total current assets	<u>19,580,090</u>	<u>99</u>	<u>15,751,740</u>	<u>98</u>	2600	Other non-current liabilities	10,815	-	7,252	-
	Non-current assets:						Total liabilities	<u>7,842,378</u>	<u>40</u>	<u>4,450,622</u>	<u>28</u>
1600	Property, plant and equipment (notes 6(g) and 8)	83,174	-	86,238	1		Equity :				
1920	Refundable deposits (note 9)	123,585	1	232,125	1	3110	Common stock (note 6(m))	3,328,087	17	3,328,087	20
1990	Other assets	18,985	-	29,383	-	3200	Capital surplus (note 6(m))	2,042,348	10	2,041,583	13
	Total non-current assets	<u>225,744</u>	<u>1</u>	<u>347,746</u>	<u>2</u>		Retained earnings:				
						3310	Appropriated as legal capital reserve (note 6(m))	1,856,887	9	1,812,417	11
						3320	Special reserve (note 6(m))	9,529	-	-	-
						3350	Unappropriated earnings (note 6(m))	4,697,225	24	4,476,306	28
								<u>6,563,641</u>	<u>33</u>	<u>6,288,723</u>	<u>39</u>
							Other equity:				
						3470	Interest directly related to non-current asset or disposal group to be sold (note 6(m))	-	-	(9,529)	-
							Total Equity	<u>11,934,076</u>	<u>60</u>	<u>11,648,864</u>	<u>72</u>
						36XX	Non-controlling interests	29,380	-	-	-
							Total equity	<u>11,963,456</u>	<u>60</u>	<u>11,648,864</u>	<u>72</u>
							Total equity and liabilities	<u>\$ 19,805,834</u>	<u>100</u>	<u>16,099,486</u>	<u>100</u>
	Total assets	<u>\$ 19,805,834</u>	<u>100</u>	<u>16,099,486</u>	<u>100</u>						

See accompanying notes to financial statements.

宏普建設股份有限公司及子公司

合併綜合損益表

民國一〇八年及一〇七年一月一日至十二月三十一日

單位：新台幣千元

		108 年 度		107 年 度	
		金 額	%	金 額	%
營業收入：					
4300	租賃收入(附註六(十)(十五)及七)	\$ 32,573	1	20,175	-
4511	營建收入(附註六(十五))	2,913,916	101	3,977,559	102
4519	減：營建收入退回及折讓	60,593	2	79,729	2
	銷貨收入淨額	<u>2,885,896</u>	<u>100</u>	<u>3,918,005</u>	<u>100</u>
營業成本：					
5300	租賃成本	3,765	-	915	-
5510	營建成本	2,121,982	74	3,266,201	83
	營業成本	<u>2,125,747</u>	<u>74</u>	<u>3,267,116</u>	<u>83</u>
	營業毛利	<u>760,149</u>	<u>26</u>	<u>650,889</u>	<u>17</u>
營業費用：(附註六(十一)及七)					
6100	推銷費用	150,550	5	170,789	5
6200	管理費用	43,533	1	47,225	1
6450	預期信用減損損失(附註六(三))	-	-	250	-
	營業費用合計	<u>194,083</u>	<u>6</u>	<u>218,264</u>	<u>6</u>
	營業淨利	<u>566,066</u>	<u>20</u>	<u>432,625</u>	<u>11</u>
營業外收入及支出：					
7010	其他收入(附註六(十七))	50,198	2	101,244	2
7020	其他利益及損失(附註六(十七))	121,091	4	(4,034)	-
7050	財務成本(附註六(十七))	(56,662)	(2)	(34,588)	(1)
7060	採用權益法認列之關聯企業損益之份額(附註六(六))	-	-	25,595	1
	營業外收入及支出合計	<u>114,627</u>	<u>4</u>	<u>88,217</u>	<u>2</u>
7900	稅前淨利	680,693	24	520,842	13
7951	減：所得稅費用(附註六(十二))	74,279	2	76,138	2
8200	本期淨利	<u>606,414</u>	<u>21</u>	<u>444,704</u>	<u>11</u>
其他綜合損益(附註六(十三))					
8360	後續可能重分類至損益之項目：				
8361	國外營運機構財務報告換算之兌換差額(附註六(六))	-	-	2,351	-
8365	與待出售非流動資產(或處分群組)直接相關之權益	9,529	-	-	-
8399	減：與其他綜合損益組成部分相關之所得稅	-	-	-	-
8300	其他綜合損益(稅後淨額)	<u>9,529</u>	<u>-</u>	<u>2,351</u>	<u>-</u>
8500	本期綜合損益總額	<u>\$ 615,943</u>	<u>21</u>	<u>447,055</u>	<u>11</u>
淨利歸屬於：					
8610	母公司業主	607,727	-	444,704	-
8620	非控制權益	(1,313)	-	-	-
	本期淨利	<u>\$ 606,414</u>	<u>21</u>	<u>444,704</u>	<u>11</u>
綜合損益總額歸屬於：					
8710	母公司業主	617,256	-	447,055	-
8720	非控制權益	(1,313)	-	-	-
	本期綜合損益總額	<u>\$ 615,943</u>	<u>21</u>	<u>447,055</u>	<u>11</u>
每股盈餘(附註六(十四))					
	基本每股盈餘(附註六(十四))(單位：新台幣元)	<u>\$ 1.83</u>		<u>1.34</u>	
	稀釋每股盈餘(附註六(十四))(單位：新台幣元)	<u>\$ 1.82</u>		<u>1.33</u>	

(請詳閱後附財務報告附註)

董事長：段津華



經理人：段津華



會計主管：劉寶妹



(English Translation of consolidated financial statements Originally Issued in Chinese)
HONG PU REAL ESTATE DEVELOPMENT CO., LTD. AND SUBSIDIARIES

Consolidated Statements of Comprehensive Income

For the years ended December 31, 2019 and 2018

(expressed in thousands of New Taiwan dollars Except Earnings per Share)

		2019		2018	
		Amount	%	Amount	%
Operating revenue:					
4300	Rental revenue (notes 6(j)(o) and 7)	\$ 32,573	1	20,175	-
4511	Construction contract revenue (note 6(o))	2,913,916	101	3,977,559	102
4519	Less: Construction contract revenue returns and discount	<u>60,593</u>	<u>2</u>	<u>79,729</u>	<u>2</u>
Net operating revenue		<u>2,885,896</u>	<u>100</u>	<u>3,918,005</u>	<u>100</u>
Operating cost:					
5300	Rental Cost	3,765	-	915	-
5510	Construction contract cost	<u>2,121,982</u>	<u>74</u>	<u>3,266,201</u>	<u>83</u>
Net operating cost		<u>2,125,747</u>	<u>74</u>	<u>3,267,116</u>	<u>83</u>
Gross profit		<u>760,149</u>	<u>26</u>	<u>650,889</u>	<u>17</u>
Operating expenses (notes 6(k) and 7):					
6100	Selling expenses	150,550	5	170,789	5
6200	Administrative expenses	43,533	1	47,225	1
6450	Impairment loss determined in accordance with IFRS 9 (note 6(c))	<u>-</u>	<u>-</u>	<u>250</u>	<u>-</u>
Total operating expenses		<u>194,083</u>	<u>6</u>	<u>218,264</u>	<u>6</u>
Operating income		<u>566,066</u>	<u>20</u>	<u>432,625</u>	<u>11</u>
Non-operating income and expenses:					
7010	Other income (note 6(q))	50,198	2	101,244	2
7020	Other gains and losses (note 6(q))	121,091	4	(4,034)	-
7050	Finance costs (note 6(q))	(56,662)	(2)	(34,588)	(1)
7060	Share of profit of investment in associates accounted for using equity method (note 6(f))	<u>-</u>	<u>-</u>	<u>25,595</u>	<u>1</u>
Total non-operating income and expenses		<u>114,627</u>	<u>4</u>	<u>88,217</u>	<u>2</u>
7900	Profit before tax	680,693	24	520,842	13
7951	Less: income tax expenses (note 6(l))	<u>74,279</u>	<u>2</u>	<u>76,138</u>	<u>2</u>
8200	Profit	<u>606,414</u>	<u>22</u>	<u>444,704</u>	<u>11</u>
Other comprehensive income (loss) (note 6(m)):					
8360	Items that may be reclassified subsequently to profit or loss:				
8361	Financial statements translation differences for foreign operations (note 6(f))	-	-	2,351	-
8365	Interest directly related to non-current asset that will be reclassified to profit or loss	9,529	-	-	-
8399	Income tax expense relating to components of other comprehensive income (loss)	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
8300	Other comprehensive income (after tax)	<u>9,529</u>	<u>-</u>	<u>2,351</u>	<u>-</u>
8500	Total comprehensive income	<u>\$ 615,943</u>	<u>22</u>	<u>447,055</u>	<u>11</u>
Net income attributable to:					
	Shareholders of the parent	\$ 607,727	22	444,704	11
	Non-controlling interests	<u>(1,313)</u>	<u>-</u>	<u>-</u>	<u>-</u>
		<u>\$ 606,414</u>	<u>22</u>	<u>444,704</u>	<u>11</u>
Total comprehensive income attributable to:					
	Shareholders of the parent	\$ 617,256	22	447,055	11
	Non-controlling interests	<u>(1,313)</u>	<u>-</u>	<u>-</u>	<u>-</u>
		<u>\$ 615,943</u>	<u>22</u>	<u>447,055</u>	<u>11</u>
Earnings per share (in dollars), after tax (note 6(n)):					
Basic earnings per share (note 6(n))		<u>\$ 1.83</u>		<u>1.34</u>	
Diluted earnings per share		<u>\$ 1.82</u>		<u>1.33</u>	

See accompanying notes to financial statements.

宏普建設股份有限公司及子公司

合併權益變動表

民國一〇八年及一〇七年一月一日至十二月三十一日

單位：新台幣千元

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歸 屬 於 母 公 司 業 主 之 權 益											
						其 他 權 益 項 目					
普通 股 本	資本公積	保 留		盈 餘		國外營運機構 財務報表換算 之兌換差額	與待出售非流 動資產直接 相關之權益	備供出售 金融商品未 實現(損)益	歸屬於母 公司業主 權益總計	非控制權益	權益總額
		法定盈 餘公積	特別盈 餘公積	未分配 盈 餘	合 計						
\$ 3,328,087	2,041,583	1,734,163	-	4,552,967	6,287,130	(11,880)	-	22,343	11,667,263	-	11,667,263
-	-	-	-	56,102	56,102	-	-	(22,343)	33,759	-	33,759
3,328,087	2,041,583	1,734,163	-	4,609,069	6,343,232	(11,880)	-	-	11,701,022	-	11,701,022
-	-	-	-	444,704	444,704	-	-	-	444,704	-	444,704
-	-	-	-	-	-	2,351	-	-	2,351	-	2,351
-	-	-	-	444,704	444,704	2,351	-	-	447,055	-	447,055
-	-	78,254	-	(78,254)	-	-	-	-	-	-	-
-	-	-	-	(499,213)	(499,213)	-	-	-	(499,213)	-	(499,213)
-	-	-	-	-	-	9,529	(9,529)	-	-	-	-
3,328,087	2,041,583	1,812,417	-	4,476,306	6,288,723	-	(9,529)	-	11,648,864	-	11,648,864
-	-	-	-	607,727	607,727	-	-	-	607,727	(1,313)	606,414
-	-	-	-	-	-	-	9,529	-	9,529	-	9,529
-	-	-	-	607,727	607,727	-	-	-	617,256	(1,313)	615,943
-	-	44,470	-	(44,470)	-	-	-	-	-	-	-
-	-	-	9,529	(9,529)	-	-	-	-	-	-	-
-	-	-	-	(332,809)	(332,809)	-	-	-	(332,809)	-	(332,809)
-	765	-	-	-	-	-	-	-	765	30,693	31,458
\$ 3,328,087	2,042,348	1,856,887	9,529	4,697,225	6,563,641	-	-	-	11,934,076	29,380	11,963,456

(請詳閱後附財務報告附註)

董事長：段津華



經理人：段津華



會計主管：劉寶妹



(English Translation of consolidated financial statements Originally Issued in Chinese)
HONG PU REAL ESTATE DEVELOPMENT CO., LTD. AND SUBSIDIARIES

Consolidated Statements of Changes in Equity
For the years ended December 31, 2019 and 2018
(Expressed in thousands of New Taiwan dollars)

	Equity attributable to owners of parent											
	Common stock	Capital surplus	Legal reserve	Retained earnings			Financial statements translation differences for foreign operations	Unrealized gain (loss) on valuation of available-for-sale financial assets	Interest directly related to non-current asset	Total equity attributable to shareholders of the parent	Non-controlling interests	Total equity
				Special reserve	Unappropriated earnings	Total						
Balance at January 1, 2018	\$ 3,328,087	2,041,583	1,734,163	-	4,552,967	6,287,130	(11,880)	-	22,343	11,667,263	-	11,667,263
Effects of retrospective application	-	-	-	-	56,102	56,102	-	-	(22,343)	33,759	-	33,759
Balance on January 1, 2018 after adjustments	3,328,087	2,041,583	1,734,163	-	4,609,069	6,343,232	(11,880)	-	-	11,701,022	-	11,701,022
Net income	-	-	-	-	444,704	444,704	-	-	-	444,704	-	444,704
Other comprehensive income (loss)	-	-	-	-	-	-	2,351	-	-	2,351	-	2,351
Total comprehensive income (loss)	-	-	-	-	444,704	444,704	2,351	-	-	447,055	-	447,055
Appropriations and distributions:												
Legal reserve	-	-	78,254	-	(78,254)	-	-	-	-	-	-	-
Special reserve	-	-	-	-	(499,213)	(499,213)	-	-	-	(499,213)	-	(499,213)
Other	-	-	-	-	-	-	9,529	(9,529)	-	-	-	-
Balance at December 31, 2018	3,328,087	2,041,583	1,812,417	-	4,476,306	6,288,723	-	(9,529)	-	11,648,864	-	11,648,864
Net income	-	-	-	-	607,727	607,727	-	-	-	607,727	(1,313)	606,414
Other comprehensive income (loss)	-	-	-	-	-	-	-	9,529	-	9,529	-	9,529
Total comprehensive income (loss)	-	-	-	-	607,727	607,727	-	9,529	-	617,256	(1,313)	615,943
Appropriations and distributions:												
Legal reserve	-	-	44,470	-	(44,470)	-	-	-	-	-	-	-
Special reserve	-	-	-	9,529	(9,529)	-	-	-	-	-	-	-
Cash dividends	-	-	-	-	(332,809)	(332,809)	-	-	-	(332,809)	-	(332,809)
Change in non-controlling interests	-	765	-	-	-	-	-	-	-	765	30,693	31,458
Balance at December 31, 2019	\$ 3,328,087	2,042,348	1,856,887	9,529	4,697,225	6,563,641	-	-	-	11,934,076	29,380	11,963,456

See accompanying notes to financial statements.

宏普建設股份有限公司及子公司

合併現金流量表

民國一〇八年及一〇七年一月一日至十二月三十一日

單位：新台幣千元

	108 年 度	107 年 度
營業活動之現金流量：		
本期稅前淨利	\$ 680,693	520,842
調整項目：		
收益費損項目		
預期信用減損損失	-	250
折舊費用	2,779	3,452
攤銷費用	131	126
透過損益按公允價值衡量金融資產之淨利益	(3,295)	(263)
利息費用	56,662	34,588
利息收入	(2,324)	(993)
股利收入	(423)	(996)
採用權益法認列之關聯企業利益之份額	-	(25,595)
處分待出售非流動資產之淨損益	(138,618)	-
收益費損項目合計	(85,088)	10,569
與營業活動相關之資產／負債變動數：		
透過損益按公允價值衡量之金融資產	17,878	19,372
應收票據	(19,539)	22,677
應收帳款	(29,363)	(11,997)
存貨	(3,113,114)	1,416,840
預付款項	17,455	3,650
其他流動資產	4,535	4,273
取得合約之增額成本	(106,856)	22,255
其他金融資產	(178,233)	170,908
應付票據	(55,869)	21,799
應付帳款	(41,612)	(246,867)
其他應付款項	69,359	85,033
合約負債	264,137	(802,143)
其他流動負債	(1,286)	5,196
與營業活動相關之資產及負債之淨變動合計	(3,172,508)	710,996
調整項目合計	(3,257,596)	721,565
營運產生之現金流入(流出)	(2,576,903)	1,242,407
收取之利息	2,324	993
支付之利息	(85,148)	(75,225)
支付所得稅	(91,968)	(78,190)
營業活動之淨現金流入(流出)	(2,751,695)	1,089,985
投資活動之現金流量：		
採用權益法之被投資公司減資退還股款	230,871	222,059
處分子公司	31,458	-
處分待出售非流動資產	170,532	-
取得不動產、廠房及設備	-	(12,487)
存出保證金增加	(1,178,626)	(87,431)
存出保證金減少	1,166,983	412,296
其他非流動資產減少	10,267	7,093
收取之股利	423	996
投資活動之淨現金流入	431,908	542,526
籌資活動之現金流量：		
短期借款增加	5,500,000	2,577,000
短期借款減少	(2,290,000)	(2,857,000)
應付短期票券增加	7,860,691	9,973,186
應付短期票券減少	(7,898,362)	(10,415,666)
其他非流動負債增加	3,563	5,167
發放現金股利	(332,809)	(499,213)
籌資活動之淨現金流入(流出)	2,843,083	(1,216,526)
本期現金及約當現金增加數	523,296	415,985
期初現金及約當現金餘額	659,935	243,950
期末現金及約當現金餘額	\$ 1,183,231	659,935

(請詳閱後附財務報告附註)

董事長：段津華



經理人：段津華



會計主管：劉寶妹



(English Translation of consolidated financial statements Originally Issued in Chinese)
HONG PU REAL ESTATE DEVELOPMENT CO., LTD. AND SUBSIDIARIES

Consolidated Statements of Cash Flows
For the years ended December 31, 2019 and 2018
(expressed in thousands of New Taiwan dollars)

	2019	2018
Cash flows from (used in) operating activities:		
Profit before income tax	\$ 680,693	520,842
Adjustments:		
Adjustments to reconcile profit and loss:		
Expected credit loss for bad debt expense	-	250
Depreciation expense	2,779	3,452
Amortization expense	131	126
Net profit on financial assets at fair value through profit or loss	(3,295)	(263)
Interest expenses	56,662	34,588
Interest income	(2,324)	(993)
Dividend income	(423)	(996)
Recognized shares of profit of investment in associates accounted for using equity method	-	(25,595)
Gains on disposal of non-current asset	(138,618)	-
Total adjustments to reconcile profit and loss	(85,088)	10,569
Net changes in operating assets and liabilities:		
Financial asset at fair value through profit or loss	17,878	19,372
Notes receivable	(19,539)	22,677
Accounts receivable	(29,363)	(11,997)
Inventories	(3,113,114)	1,416,840
Prepayments	17,455	3,650
Other current assets	4,535	4,273
Incremental costs of obtaining a contract	(106,856)	22,255
Other financial assets	(178,233)	170,908
Notes payable	(55,869)	21,799
Accounts payable	(41,612)	(246,867)
Other payable	69,359	85,033
Current contract liabilities	264,137	(802,143)
Other current liabilities	(1,286)	5,196
Total changes in operating assets / liabilities, net	(3,172,508)	710,996
Total adjustments	(3,257,596)	721,565
Cash generated from operations	(2,576,903)	1,242,407
Interest received	2,324	993
Interest paid	(85,148)	(75,225)
Income tax paid	(91,968)	(78,190)
Net cash flows from (used in) operating activities	(2,751,695)	1,089,985
Cash flows from (used in) investing activities:		
Return of capital of investments accounted for using equity method due to capital reduction	230,871	222,059
Disposal of subsidiaries	31,458	-
Price of disposal of non-current asset	170,532	-
Acquisition of property, plant and equipment	-	(12,487)
Increase in refundable deposits	(1,178,626)	(87,431)
Decrease in refundable deposits	1,166,983	412,296
Decrease (increase) in other assets	10,267	7,093
Dividends received	423	996
Net cash flows from (used in) investing activities	431,908	542,526
Cash flows from (used in) financing activities:		
Increase in short-term borrowings	5,500,000	2,577,000
Decrease in short-term borrowings	(2,290,000)	(2,857,000)
Increase in short-term commercial paper payable	7,860,691	9,973,186
Decrease in short-term commercial paper payable	(7,898,362)	(10,415,666)
Decrease in other non-liabilities	3,563	5,167
Cash dividends paid	(332,809)	(499,213)
Net cash flows (used in) financing activities	2,843,083	(1,216,526)
Net increase in cash and cash equivalents	523,296	415,985
Cash and cash equivalents, at beginning of period	659,935	243,950
Cash and cash equivalents, at end of period	\$ 1,183,231	659,935

See accompanying notes to financial statements.

第二案

【董事會提】

案由：一〇八年度盈餘分配案

說明：（一）本年度稅後淨利為新台幣607,726,634元，經提撥10%法定盈餘公積新台幣60,772,663元及迴轉特別盈餘公積新台幣9,528,821元後，加計期初未分配盈餘新台幣4,089,498,201元，可供分配盈餘為新台幣4,645,980,993元，擬分配股東現金股利每股1.20元，總計發放金額為新台幣399,370,382元，（※依目前已發行股份332,808,652股計算），分配後未分配盈餘為新台幣4,246,610,611元。

（二）本次現金股利按分配比例計算至元為止，元以下捨去，分配未滿一元之畸零款合計數，轉入職工福利委員會。

（三）本案俟股東會通過後，授權董事會訂定除息基準日及其他相關事宜。

（四）如嗣後因股本變動，致影響流通在外股份數量，致使股東配息比率因此發生變動而需修正時，授權由董事長全權處理。

(五)本公司盈餘分配案如下：

宏普建設股份有限公司
一〇八年度盈餘分配案



單位：新台幣元

項 目	金 額	備 註
期初未分配盈餘	4,089,498,201	
加：本期淨利	607,726,634	
減：10%法定盈餘公積	60,772,663	
加：特別盈餘公積	9,528,821	
可供分配盈餘	4,645,980,993	
分配項目		
股東紅利	399,370,382	現金股利每股 1.20 元
期末未分配盈餘	4,246,610,611	

董事長：



總經理：



會計主管：



(六)依金融監督管理委員會1010406金管證發字第1010012865號令規定提列之特別盈餘公積原因消除，故本年度迴轉特別盈餘公積新台幣9,528,821元。

決議：

Proposal 2

【Proposed by the Board】

Proposal: Adoption of the Proposal for Distribution of 2019 Profits

Explanation: (1) 2019 net profit after tax is NT\$607,726,634 After setting aside the legal reserve of NT\$60,772,663 、adding the reversal of special_reserve of NT\$9,528,821 and then adding beginning retained earnings of NT\$4,089,498,201 the un-appropriated retained earnings are NT\$4,645,980,993 and the proposed dividend to shareholders is NT\$399,370,382 cash dividend per share is NT\$1.20 .

(2) The distribution of cash dividends is rounded down to dollar, and residuals are distributed to the Employees' Welfare Committee.

(3) Upon the approval of the Annual Meeting of Shareholders, it is proposed that the Board of Directors be authorized to resolve the ex-dividend date, ex-rights date, and other relevant issues.

(4) In the event of change of number of shares, it is proposed that the Chairman will be authorized to adjust the cash to be distributed to each share based on the number of actual shares outstanding on the record date for distribution.

(5) Please refer to the Profit Distribution Table as follows:

Hong Pu Real Estate Development Co., Ltd.
Profit Distribution Table
Year 2019

(Unit: NT\$)

Items	Total
Beginning retained earnings	4,089,498,201
Add: net profit after tax	607,726,634
Less: 10% legal reserve	60,772,663
Add: special reserve	9,528,821
Distributable net profit	4,645,980,993
Distributable items:	
Dividend to shareholders	399,370,382
Inappropriate retained earnings	4,246,610,611

(6) Pursuant to the official letter No.1010012865 by Financial Supervisory Commission ("FSC") on April 6, 2012, there was no need to account for the allowance of special reserve. Therefore, the allowance of special reserve of NT\$9,528,821 was reversed to retained earnings.

Resolution:



討論事項

第一案

【董事會提】

案由：修訂本公司「公司章程」部分條文案。

說明：（一）依中華民國109年1月9日經濟部經商字第10802432410號解釋函令之規定辦理，修訂本公司之「公司章程」部分條文，提請決議。

（二）敬請參閱本手冊第57至58頁「公司章程」修正條文對照表。

決議：



Discussion

Proposal 1

【Proposed by the Board】

Proposal: Amendment to the “Corporation’s Articles of Incorporation”.

Explanation: 1. Amendment to the “Corporation’s Articles of Incorporation” is pursuant to the official letter No.10802432410 by Ministry of Economic Affairs on January 9, 2020. Please proceed to discuss.

2. Please refer to page 57 to 58 for the revised vision of “Corporation’s Articles of Incorporation” to this Agenda Manual.

Resolution:



臨時動議 Questions and Motions



散 會 Adjournment

◆ ATTACHMENTS I :
Amendment to the“Corporation’s Articles of Incorporation”

附件一

宏普建設股份有限公司
「公司章程」修正條文對照表

修 正 條 文	原 條 文	說 明
<p>第廿五條： 本公司每年決算如有獲利，應先提撥員工酬勞及董事酬勞，員工酬勞不得低於百分之一，如遇公司以員工酬勞轉作資本時得以股票發放之，董事酬勞不得高於百分之三。</p> <p>本公司如有以前年度累積虧損，於當年度有獲利須提撥員工酬勞前，應先彌補虧損，其餘額再依前項比例提撥，又員工酬勞以股票或現金發放時，發放對象包含符合一定條件之從屬公司員工。</p> <p><u>有關員工酬勞、董事酬勞之發放相關事宜，悉依相關法令規定辦理，並由董事會議定之。</u></p>	<p>第廿五條： 本公司每年決算如有獲利，應先提撥員工酬勞及董事酬勞，員工酬勞不得低於百分之一，如遇公司以員工酬勞轉作資本時得以股票發放之，董事酬勞不得高於百分之三，<u>由董事會決議分派後，依法繳納稅捐，再提10%為法定盈餘公積，但法定盈餘公積已達本公司實收資本額時，得不再提列；其餘額再依法令規定提列或迴轉特別盈餘公積後，併同累計未分配盈餘，由董事會擬具盈餘分配議案，提請股東會決議分派股東股息紅利。</u></p> <p>本公司如有以前年度累積虧損，於當年度有獲利須提撥員工酬勞前，應先彌補虧損，其餘額再依前項比例提撥，又員工酬勞以股票或現金發放時，發放對象包含符合一定條件之從屬公司員工。</p>	<p>員工酬勞及董監酬勞與盈餘分配或虧損撥補分開。</p> <p>配合經濟部商業司解釋函令修訂。</p>
<p>第廿六條： 本公司年度總決算如有盈餘，應先提繳稅款，彌補以往虧損，如尚有餘額應依法提10%為法定盈餘公積，<u>但法定盈餘公積已達資本總額時，不在此限。次依法令或主管機關規定提列或迴轉特別盈餘公積後，併同累計未分配盈餘，由董事會擬具盈餘分配議案，提請股東會決議分派股東股息紅利；除依法另以公積分派外，公司無盈餘時，不得分派股息及紅利。</u></p>	<p>第廿六條： 本公司為考量未來資金之需要及健全財務規劃以求永續發展，股東會得視實際需要決議全部或部份盈餘不予分配，公司遇有股東股利分派時，所發放之現金以不低於當年度發放現金及股票股利合計數的百分之二十，其餘將辦理盈餘暨資本公積轉增資以股票發放之。</p>	<p>新增第一項，原第一項移至第二項。</p> <p>配合經濟部商業司解釋函令修訂。</p>

修 正 條 文	原 條 文	說 明
本公司為考量未來資金之需要及健全財務規劃以求永續發展，股東會得視實際需要決議全部或部份盈餘不予分配，公司遇有股東股利分派時，所發放之現金以不低於當年度發放現金及股票股利合計數的百分之二十，其餘將辦理盈餘暨資本公積轉增資以股票發放之。		
第卅 <u>十</u> 條：本章程訂立於中華民國七十七年九月二十二日 第一次修正於民國七十九年五月一日（略） 第二十五次修正於民國一〇八年六月十四日 第二十六次修正於民國一〇九年六月 <u>九</u> 日	第卅十條：本章程訂立於中華民國七十七年九月二十二日 第一次修正於民國七十九年五月一日（略） 第二十五次修正於民國一〇八年六月十四日	增列修訂日期及次數。 條次調整。

◆ APPENDIX I : Corporation's Articles of Incorporation(Previous version)

附錄一

宏普建設股份有限公司 公司章程(修正前)

第一章 總 則

第一條：本公司依照公司法股份有限公司之規定組織之，定名為宏普建設股份有限公司。

第二條：本公司經營左列各項業務：

1. 委託營造廠商興建國民住宅及商業大樓之出租出售業務。
2. 建築工程材料之製造。
3. 各種建築材料及工程材料之代理、買賣及進出口業務。
4. 室內裝潢業務。
5. 旅館業之經營。
6. 日用品百貨買賣及超級市場業之經營。
7. E201010 景觀工程業。
8. F501010 餐廳業。
9. H701020 工業廠房開發租售業。
10. H701040 特定專業區開發業。
11. H701060 新市鎮、新市區開發業。
12. H703010 廠房出租業。
13. H703020 倉庫出租業。
14. H703030 辦公大樓出租業。
15. H701050 投資興建公共建設業。

第三條：本公司設總公司於台北市，必要時得於其他適當地點設立分支機構，其設立、變更或廢止均依董事會之決議辦理。

第四條：本公司之公告方法，依公司法第廿八條規定辦理。

第二章 股 份

第五條：本公司資本總額定為新臺幣肆拾參億元整，分為肆億參仟萬股，每股金額新臺幣壹拾元，授權董事會分次發行之。

第六條：本公司股票為記名式，於呈准登記後由董事三人以上簽名蓋章後，經依法簽證後發行之，亦得採免印製股票之方式發行股份。本公司全體董事所持有之股份總額，悉依證券管理委員會頒佈之「公開發行公司董事、監察人股權成數及查核實施規則」所規定之標準訂之。

第七條：股東應填具印鑑卡交本公司存查，股東向公司辦理股票事務或行使其他權利，均以該印鑑為憑。有關股務之處理，除法令、證券規章另有規定外，依發行公司股務處理準則辦理。

第八條：公司於必要時，得經董事會決議將股務事項委託經主管機關核定之股務代理機構辦理。公司股務事項如委託股務代理機構辦理時，股東向公司洽辦股務事宜，即向受託股務代理機構洽辦。公司發行之股票如委託台灣證券集中保管股份有限公司保管，台灣證券集中保管股份有限公司得請求本公司合併換發大面額證券。

第九條：股份轉讓之登記，於股東常會前六十日，股東臨時會前三十日或公司決定分派股息及紅利或其他利益之基準日前五日內不得為之。

第三章 股東會

第十條：本公司股東會分常會及臨時會兩種，依相關法令規定召集之。

第十一條：股東會召開時，以董事長為主席，如董事長缺席時，由董事長指定董事一人代理之，董事長未指定時，由董事互推一人代理之。

第十二條：本公司股東每股有一表決權，但依相關法令限制規定之情事者無表決權。

第十三條：股東因故不能出席股東會時，得依照公司法第一七七條及證券交易法第二十五條之一規定，出具公司印發之委託書載明授權範圍，委託代理人出席。

第十四條：股東會之決議，除相關法令另有規定者外，應有代表已發行股份總數過半數之股東親自出席或代理出席，以出席股東表決權過半數之同意行之，依主管機關規定，本公司股東亦得以電子方式行使表決權，以電子方式行使表決權之股東視為親自出席，其相關事宜悉依法令規定辦理。

第十五條：股東會之決議事項應作議事錄，載明會議日期、地點、出席股東人數，代表股數及決議事項，由主席簽名蓋章，連同出席股東簽到簿及代表出席委託書一併保存於本公司，並於開會後二十日內將議事錄分發各股東。
前項議事錄之分發方式得以公告為之。

第四章 董事及審計委員會

第十六條：本公司設董事五至七人組織董事會，董事之選舉採候選人提名制度，由股東就董事候選人名單中，及依公司法第一九八條之規定選任之。

上述董事名額中，獨立董事人數不得少於三人，且不得少於董事席次五分之一，其獨立董事選任採候選人提名制度。由股東會就獨立董事候選人名單中選任之，有關獨立董事之專業資格、持股與兼職限制、獨立性之認定、提名方式及其他應遵行事項，依主管機關相關規定辦理。

第十六條之一：本公司董事當選人間應有超過半數之席次不得具有下列關係之一。

一、配偶。

二、二親等以內之親屬。

第十六條之二：本公司董事當選人不符本辦法第十六條之一之規定者，應依下列規定決定當選董事。

一、董事間不符規定者，不符規定之董事中所得選票代表選舉權較低者，其當選失其效力。

第十六條之三：本公司依據證券交易法第十四條之四規定設置審計委員會，審計委員會應由全體獨立董事組成，審計委員會之成員、職權行使及其他應遵行事項，悉依相關法令規定辦理，其組織規程由董事會另訂之。

第十七條：董事會任期三年，連選得連任，董事任期屆滿而不及改選時，延長執行其職務至改選董事就任時為止，董事遇有缺額時，即行補選，但缺額未達三分之一時，得免行之，因補選就任之董事，其任期以補足原任所餘之期間為限。全體董事合計持股比例，依證券管理機關之規定。

第十八條：董事組織董事會，由董事互選一人為董事長，依照法令章程及股東會、董事會之決議，執行本公司一切業務。

董事會之召集，應載明事由於七日前通知各董事及監察人。但有緊急情事時，得隨時召集之。

前項召集之通知，得採書面、電子郵件(E-MAIL)或傳真之任一方式為之。

第十八條之一：董事長、副董事長、董事及經理人之報酬，依其對本公司營運參與之程度及貢獻之價值，並參酌國內外業界水準，授權董事會議定之。

第十九條：董事會由董事長召集之，並任為主席，董事長缺席時由董事長指定董事一人代理之，董事長未指定時由董事互選一人代理之。

第二十條：董事會議之召開依公司法規定辦理，董事因故不能出席，得委託其他董事代理出席，但代理人以受一人之委託為限，決議以出席董事過半數之同意行之。

第二十一條：董事會之職權如左：

- 一、召集股東會執行其決議案。
- 二、公司業務方針之審定。
- 三、公司重要章則之審定。
- 四、公司預算決算及營業報告之審議。
- 五、公司盈餘分配及資本增減之擬定。
- 六、公司重要人員之任免。
- 七、公司不動產之購置、出售、分割、交換、設定物權其他一切處分。
- 八、其他依據法令規章及股東會所賦予之職權。

第五章 經 理 人

第二十二條：本公司設總經理一人，副總經理若干人，協理若干人，經理若干人，其委任、解任及報酬依照公司法第廿九條規定辦理。

第二十三條：本公司一級主管由總經理提請董事會聘免之，其他職員由總經理依人事管理規則任免之。

第六章 會 計

第二十四條：本公司會計年度自每年一月一日起至十二月三十一日止，每會計年度終了，董事會造具下列表冊，提交股東會承認。

- (一)營業報告書。
- (二)財務報表。
- (三)盈餘分派或虧損彌補之議案。

第二十五條：本公司每年決算如有獲利，應先提撥員工酬勞及董事酬勞，員工酬勞不得低於百分之一，如遇公司以員工酬勞轉作資本時得以股票發放之，董事酬勞不得高於百分之三，由董事會決議分派後，依法繳納稅捐，再提10%為法定盈餘公積，但法定盈餘公積已達本公司實收資本額時，得不再提列；其餘額再

依法令規定提列或迴轉特別盈餘公積後，併同累計未分配盈餘，由董事會擬具盈餘分配議案，提請股東會決議分派股東股息紅利。

本公司如有以前年度累積虧損，於當年度有獲利須提撥員工酬勞前，應先彌補虧損，其餘額再依前項比例提撥，又員工酬勞以股票或現金發放時，發放對象包含符合一定條件之從屬公司員工。

第廿六條：本公司為考量未來資金之需要及健全財務規劃以求永續發展，股東會得視實際需要決議全部或部份盈餘不予分配，公司遇有股東股利分派時，所發放之現金以不低於當年度發放現金及股票股利合計數的百分之二十，其餘將辦理盈餘暨資本公積轉增資以股票發放之。

第七章 附 則

第廿七條：本公司得為同業間對外之保證。

第廿八條：本公司對外轉投資得超過實收資本額百分之四十以上或淨值百分之六十，並授權董事會執行。

第廿九條：本章程如有未盡事宜，悉依照公司法及有關法令之規定辦理。

第卅十條：本章程訂立於中華民國七十七年九月二十二日

第一次修正於民國七十九年五月一日

第二次修正於民國七十九年六月一日

第三次修正於民國八十年五月三十日

第四次修正於民國八十一年六月二十三日

第五次修正於民國八十一年十一月廿六日

第六次修正於民國八十二年二月二日

第七次修正於民國八十三年六月二十九日

第八次修正於民國八十三年九月二十六日

第九次修正於民國八十四年六月二十八日

第十次修正於民國八十五年六月十三日

第十一次修正於民國八十六年四月二十五日

第十二次修正於民國八十七年四月二十八日

第十三次修正於民國八十八年五月十三日

第十四次修正於民國八十九年六月八日

第十五次修正於民國九十年五月十五日

第十六次修正於民國九十一年五月二十一日

第十七次修正於民國九十三年五月十八日

第十八次修正於民國九十五年六月二日

第十九次修正於民國九十八年六月十九日

第二十次修正於民國一〇一年六月二十一日

第二十一次修正於民國一〇二年六月十九日

第二十二次修正於民國一〇四年六月九日

第二十三次修正於民國一〇五年六月三日

第二十四次修正於民國一〇七年六月十一日

第二十五次修正於民國一〇八年六月十四日

◆ APPENDIX II : Rules of Procedures for Shareholder Meetings

附錄二

宏普建設股份有限公司 股東會議事規則

- 第一條：本公司股東會除法令另有規定者外，應依本規則辦理。
- 第二條：本公司設簽名簿供出席股東簽到，或由出席股東繳交簽到卡以代簽到。
出席股數依簽名簿或繳交之簽到卡計算之。
- 第三條：股東會之出席及表決，以股份為計算標準。
- 第四條：股東會召開地點，於本公司所在地覓適合地點召開之。
- 第五條：股東會如由董事會召集者，其主席由董事長擔任之，董事長請假或因故不能行使職權時，由董事長指定董事一人代理之，董事長未指定代理人者，由董事互推一人代理之。
- 第六條：本公司得指派所委任之律師、會計師或相關人員列席股東會。
辦理股東會之會務人員應佩戴識別證或臂章。
- 第七條：本公司應將股東會之開會過程全程錄音或錄影，並至少保存一年。
- 第八條：已屆開會時間，主席應即宣佈開會，惟未有代表已發行股份總數過半數股東出席時，主席得宣佈延後開會，其延後次數以二次為限，延後時間合計不得超過一小時。延後兩次仍不足額而有代表已發行股份總數三分之一以上股東出席時，得依公司法第一百七十五條第一項規定為假決議。
於當次會議未結束前，如出席股東所代表股數達已發行股份總數過半數時，主席得將作成之假決議，依公司法第一百七十四條規定重新提請大會表決。
- 第九條：股東會由董事會召集者，其議程由董事會訂定之，會議應依排定之議程進行，非經股東會決議不得變更之。股東會如由董事會以外其他有召集權人召集者，準用前項之規定。
前兩項排定之議程於議事(含臨時動議)未終結前，非經決議，主席不得逕行宣佈散會。
會議散會後，股東不得另推選主席於原址或另覓場所續行開會。
- 第十條：出席股東發言前，須先填具發言條載明發言要旨、股東戶號(出席證編號)及戶名，由主席定其發言順序。
出席股東僅提發言條而未發言者，視為未發言。發言內容與發言條記載不符者，以發言內容為準。
出席股東發言時，其他股東除經徵得主席及發言股東同意外，不得發言干擾，違反者主席應予制止。
- 第十一條：同一議案每一股東發言，非經主席之同意不得超過二次，每次不得超過五分鐘。
股東發言違反前項規定或超出議題範圍者，主席得制止其發言。

第十二條：法人受託出席股東會時，該法人僅得指派一人代表出席。

法人股東指派二人以上之代表出席股東會時，同一議案僅得推由一人發言。

第十三條：出席股東發言後，主席得親自或指定相關人員答覆。

第十四條：除議程所列議案外，股東提出之其他議案，應有其他股東附議方得成立，交付討論及表決。

主席對於議案之討論，認為已達可付表決之程度時，得宣佈停止討論，提附表決。

第十五條：議案表決之監票及計票人員，由主席指定之，但監票人員應具有股東身份，表決之結果，應當場報告，並作成記錄。

第十六條：會議進行中，主席得酌定時間宣佈休息。

第十七條：議案之表決，除公司法及公司章程另有規定外，以出席股東表決權過半數之同意通過之。表決時，如經主席徵詢無異議者，視為通過，其效力與投票表決相同。

第十八條：同一議案有修正案或替代案時，由主席併同原案定其表決之順序。如其中一案已獲通過時，其他議案即視為否決，勿庸再行表決。

第十九條：主席得指揮糾察員(或保全人員)協助維持會場秩序。糾察員(或保全人員)在場協助維持秩序時，應佩戴「糾察員」字樣臂章。

第二十條：本規則未盡適宜，依相關法令及本公司章程規定辦理。

第二十一條：本規則經股東會通過後生效施行，修正時亦同。

第二十二條：本規則訂立於八十二年六月二十七日。

第一次修正於八十五年六月十三日。

第二次修正於八十七年四月二十八日。

第三次修正於一〇一年六月二十一日。

附錄三

宏普建設股份有限公司 董事持股情形

說明：公司董事及監察人持股情形：

依據『公開發行公司董事、監察人股權成數及查核實施規則』之規定，本公司全體董事最低應持有股數為16,640,433股。截至本次股東會停止過戶日股東名簿記載之個別及全體董事、監察人持有股數請參閱董事股數持有表。

董事持有股數

基準日：109年04月10日止

職 稱	姓 名	持 有 股 數
董 事 長	段 津 華	11,119
董 事	華展投資(股)公司 代表人：沈杏蘭	57,801,745
董 事	富達投資(股)公司 代表人：游武龍	53,527,040
董 事	富益投資(股)公司 代表人：劉寶妹	4,356,077
獨立董事	李碧淑	-
獨立董事	吳靜儒	-
獨立董事	嚴國隆	-
全體董事持有股數		115,695,981

◆ APPENDIX III : Current Shareholding of Directors

Explanation: The shareholding status of the directors:

The minimum numbers of shares required to be held by the entire bodies of directors in accordance with “Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies”, and the numbers of shares held by the directors individually and by the entire bodies thereof respectively as recorded in the shareholders' register as of the book closure date for that shareholders' meeting.

The minimum number of shares to be held by the entire Directors is 16,640,433 shares.

Shareholding of Directors

Book closure date: Apr. 10, 2020

Position	Name	Shares
Chairman	J. H. Tuan	11,119
Director	Hua-Zhan Investment Co., Ltd. Representative: S.L. Shen	57,801,745
Director	Fu-Da Investment Co., Ltd. Representative: W. L. You	53,527,040
Director	Fu-Yi Investment Co., Ltd. Representative: P. S. Liu	4,356,077
Independent Director	P.S. Lee	-
Independent Director	C.J. Wu	-
Independent Director	K.L. Yen	-
Total shares owned by all Directors		115,695,981

