

【Stock code: 2702】



Hotel Holiday Garden

Handbook for 2021 First Interim meeting of shareholders

Time: November 1, 2021

Venue: No. 1, Zhong'an Rd., Qianzhen Dist., Kaohsiung
City 806, Taiwan (R.O.C.)

(Holiday Garden Hotel Kaohsiung Taroko Park)

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Hotel Holiday Garden

The 2021 First Interim meeting of shareholders

1.Meeting procedures

2.Call the meeting to order

3.Discussion

4.Questions and motions

5.Adjournment

Hotel Holiday Garden

The 2021 First Interim meeting of shareholders

2.Meeting agenda

Time : November 1,2021 (Monday) 13:00

Place: No. 1, Zhong'an Rd., Qianzhen Dist., Kaohsiung City 806, Taiwan

(R.O.C.)

1.Call the meeting to order

2.Speech by the Chairman

3. Discussions

(1) Change of the Company's business

(2) Amendments to the Company's Articles of Incorporation

(3) Transfer of our tourist hotel business license

4. Proposals and motions

5. Adjournment

3. Discussion

Report No.1: (proposed by the Board)

Proposal : Change of the Company's business. Please proceed to discuss.

Explanation: : For the purpose of changing the Company's business, the "Certificate of Approval for Registration of Company Name and Business" was issued. Please refer to pages 36-38 of the handbook (Attachment 1)

Report No.2: (proposed by the Board)

Proposal : Amendment to the Company's "Articles of Incorporation". Please proceed to discuss.

Explanation: : In accordance with the change of the Company's business items, it is proposed to amend some articles of the Company's "Articles of Incorporation" and the table of amended articles. Please refer to pages 36-38 of the handbook (Attachment 2)

Report No.3: (proposed by the Board)

Proposal : Transfer of our tourist hotel business license. Please proceed to discuss.

Explanation: : The Company intends to transfer the business license of the Holiday Garden Hotel Tourist Hotel to a specific legal entity for successive operation. After the resolution of the shareholders' meeting, the Chairman of the Board of Directors is authorized to select the specific legal entity and handle the subsequent transfer.

4. Questions and motions

5. Adjournment

Annex I

Ministry of Economic Affairs Electronic Documents

Pre-approval of Company Name and Business Registration

Pre-check no.11073242 Approval Date:2021/09/10 Approved retention period:2022/03/09

Application item: Pre-check for change of business operation

Company Uniform Number:75560601

Company Name: Hotel Holiday Garden

Review Result:Approved for retention

pproved business projects:

- 001 ZZ99999 Except for the permitted business, you may conduct business that is not prohibited or restricted by law.
- 002 C104020 Baking and steaming food manufacturing
- 003 C199990 Other food manufacturing, not elsewhere classified
- 004 F203010 Retailing of food and beverages
- 005 F218010 Retailing of information software
- 006 F399040 Non-storefront retailing
- 007 F401010 International trade
- 008 F501030 Beverage stores
- 009 F501060 Restaurants
- 010 F501990 Other food and beverage
- 011 G202010 Car park operations
- 012 H201010 General investment
- 013 H701010 Residential and building development, rental and sales
- 014 H701050 Investment and construction of public buildings
- 015 H703090 Real Estate Trading
- 016 H703100 Real Estate Leasing
- 017 I101090 Food Consulting
- 018 I199990 Other Consulting Services
- 019 I103060 Management Consulting
- 020 I301030 Electronic information supply service industry
- 021 IZ12010 Manpower Dispatching
- 022 J701040 Leisure and Entertainment Venues
- 023 J701070 Information and leisure industry
- 024 J702040 Restaurant business
- 025 J799990 Other leisure services
- 026 J901020 General hotel industry
- 027 JB01010 Convention and Exhibition Service
- 028 JE01010 Rental industry

029 JZ99120 General bathroom industry
030 JZ99990 Other service industry, not elsewhere classified
031 F203020 Tobacco and alcoholic beverages retail
032 F501050 Hotels and restaurants

Reviewed by Charlie:

check the business operated by this case in line with the regulations, should be approved to retain.

Applicant

Name (or legal name and its representative): Chen Hai-ni

Identity card number (or unified number) :75560601

Address (or company address) :No. 279, Liuhe 2nd Road, Qianjin District, Kaohsiung City

Remark

1. Pre-inspection applications can be filled in with 5 company names, and those who meet the requirements will be approved to retain a company name only.
2. If the application for pre-inspection is approved, the retention period shall be 6 months from the date of approval. However, the retention period is one year for the establishment of banks, insurance and futures businesses, securities dealers, securities finance, bill finance, and cable TV. If the company name violates other laws and regulations and infringes on the prior rights of others, it shall still be handled in accordance with the provisions of the respective laws and regulations.
4. If the Company is dissatisfied with this sanction, it shall submit an appeal letter to the Executive Yuan within 30 days from the day after receiving this sanction.
5. If the applicant agency needs to check the contents of this electronic document, please go to the "Ministry of Economic Affairs National Commercial and Industrial Administration Service Portal" for inquiries. (Registration Information Public Inquiry System → Company Registration Information Inquiry → Company Pre-check Case Progress Inquiry)
6. Inquiry hotline (Please dial 02)412-1166 for mobile phone, (41-1166 for 6-digit area).

Hotel Holiday Garden

Comparison of Amended Articles of Incorporation

Article	Clause before amendment	Clause after amendment	Purpose of amendment
Article 2	<p>Our company's business.</p> <p>I. International tourist hotel room rentals with Chinese and Western restaurants, nightclubs and swimming pools.</p> <p>General import and export trade business (except permitted business).</p> <p>(3) ZZ99999 may carry on business not prohibited or restricted by law, except for the permitted business.</p>	<p>ZZ99999 Except for the permitted business, you may conduct business that is not prohibited or restricted by law.</p> <p>C104020 Baking and steaming food manufacturing.</p> <p>C199990 Other food manufacturing, not elsewhere classified</p> <p>F203010 Retailing of food and beverages</p> <p>F218010 Retailing of information software</p> <p>F399040 Non-storefront retailing</p> <p>F401010 International trade</p> <p>F501030 Beverage stores</p> <p>F501060 Restaurants</p> <p>F501990 Other food and beverage</p> <p>G202010 Car park operations</p> <p>H201010 General investment</p> <p>H701010 Residential and building development, rental and sales</p> <p>H701050 Investment and construction of public buildings</p> <p>H703090 Real Estate Trading</p> <p>H703100 Real Estate Leasing</p> <p>I101090 Food Consulting</p> <p>I199990 Other Consulting Services</p> <p>I103060 Management Consulting</p> <p>I301030 Electronic information supply service industry</p> <p>IZ12010 Manpower Dispatching</p>	<p>Change of business items operated by the Company</p>

		<p>J701040 Leisure and Entertainment Venues</p> <p>J701070 Information and leisure industry</p> <p>J702040 Restaurant business</p> <p>J799990 Other leisure services</p> <p>J901020 General hotel industry</p> <p>JB01010 Convention and Exhibition Service</p> <p>JE01010 Rental industry</p> <p>Z9912012 General bathroom industry</p> <p>JZ99990 Other service industry, not elsewhere classified</p> <p>F203020 Tobacco and alcoholic beverages retail</p> <p>F501050 Hotels and restaurants</p>	
Article 37	(Abridged)	<p>(Abridged)</p> <p>The 44th amendment became effective on November 1, 2021, after it was approved by the shareholders' meeting.</p>	Increase the number and date of amendments

Appendix 1

The current shares holding of the directors and supervisors

October 04,2021

Job title	Name	Elect Date	Term	Initial election date	H o l d i n g s h a r e s		The shareholders' register as of the book closure date	
					at the time of election		Record of shares held	
					Number of shares	Shareholding ratio	Number of shares	Shareholding ratio
Chairman	Representative of Yingchuan International Enterprise Co., Ltd.: Chen Hai-ni	108.06.19	3 years	1965	19,840,164	19.39%	21,427,377	19.39%
Chairman	Representative of Yingchuan International Enterprise Co., Ltd.: Lin Shu-hui	108.06.19	3 years	1965	19,840,164	19.39%	21,427,377	19.39%
Chairman	Representative of Yingchuan International Enterprise Co., Ltd.: Chen Shiyi	108.06.19	3 years	1965	19,840,164	19.39%	21,427,377	19.39%
Chairman	Li Baoshang	108.06.19	3 years	2007	79,602	0.08%	67,970	0.06%
Independent director	Lu Guoying	108.06.19	3 years	2019	14,765	0.01%	15,946	0.01%
Independent director	Li TeJu	108.06.19	3 years	2016	0	0%	0	0%
Independent director	Li Chingling	108.06.19	3 years	2019	0	0%	0	0%

1. The paid-in capital of the company is NT\$1,104,855,380 number of shares issued is 110,485,538
2. According to Article 26 of the Securities and Exchange Act, all directors shall hold a minimum of 8,000,000 shares, and all supervisors shall hold a minimum of 800,000 shares
3. The numbers of shares, which must reached the statutory standard, held by the directors and supervisors individually and by the entire bodies thereof respectively as recorded in the shareholders' register as of the book closure date for that shareholders' meeting.

Hotel Holiday Garden Articles of Incorporation

Chapter 1 General Provisions

Article 1: The Company is organized in accordance with the provisions of the Company Act as a joint stock company and is named Hwa Yuan Hotel Co.

Article 2: The Company's operations are as follows:

- (1) To operate international tourist hotel rooms with Chinese and Western restaurants, nightclubs and swimming pools.
- (2) General import and export trade business (except permitted business).
- (3) ZZ99999 may engage in business not prohibited or restricted by law, except for the permitted business.

Article 3: The Company shall be located in Kaohsiung City, and the Board of Directors may resolve to establish branch offices outside of Kaohsiung in the future to meet business needs.

Article 4: Delete.

Chapter 2 Shares

Article 5: The total capital of the Company shall be set at NT\$1,500,000,000 divided into 150,000,000 shares of NT\$10 each, and the Board of Directors is authorized to issue the shares in installments.

Article 6: The shares issued by the Company shall be issued without any entity, but shall be registered with the centralized custody business.

Article 7: Changes in the register of shareholders shall not be made within 60 days prior to the date of the regular shareholders' meeting, within 30 days prior to the date of the provisional shareholders' meeting, or within five days prior to the date on which the Company decides to distribute dividends and bonuses or other benefits.

Article 8: The Company's share affairs shall be handled in accordance with

the "Guidelines for Handling Share Affairs of Publicly Traded Companies" issued by the competent authorities.

Article 9: The Company shall provide for the transfer of shares acquired by the Company, the issuance of employee stock options, the issuance of new shares to employees, and the issuance of new shares with restricted rights to employees to include employees of control or subordinate companies who meet certain criteria.

Article 10: Delete.

Article 11: There shall be two types of shareholders' meetings: regular and extraordinary. Regular meetings shall be held at least once a year, within six months after the end of each fiscal year. Extraordinary meetings shall be convened when necessary.

Article 12: The shareholders shall be notified of the date, place and reason for the meeting at least 30 days in advance of the regular meeting and 15 days in advance of the extraordinary meeting.

Article 13: If a shareholder is unable to attend a shareholders' meeting for any reason, he or she may appoint a proxy to attend the meeting by presenting a letter of proxy issued by the Company stating the scope of authority, and signing and stamping it. In addition to the provisions of Article 177 of the Company Act, the method of proxy attendance by shareholders shall be in accordance with the "Rules Governing the Use of Proxy Forms for Attending Shareholders' Meetings of Public Companies" promulgated by the competent authorities.

Article 14: The chairman of the board of directors shall be the chairman of the shareholders' meeting. If the Chairman of the Board of Directors is absent from work or is unable to exercise his or her duties for any reason, the Vice Chairman of the Board of Directors shall act on his or her behalf. If the Vice Chairman of the Board of Directors is also absent from work or is unable to exercise his or her duties for any reason, the Chairman of the Board of Directors shall designate a director to act on his or her behalf.

Article 15: Except as otherwise provided in the Company Law, the resolution of a shareholders' meeting shall be made by the affirmative vote of a majority of the shareholders present and representing a majority of the total number of outstanding shares.

Article 16: Each shareholder of the Company shall have one vote per share,

except for those shares subject to restrictions and those shares that are not entitled to vote under the Company Law.

Article 17: The minutes of the shareholders' meeting shall be prepared and distributed to the shareholders. The minutes shall contain the date and place of the meeting, the number of shareholders present and the total number of shares represented, the name of the chairman, the manner of resolution, and the subject matter of the resolution, and shall be signed or sealed by the chairman and kept in the Company together with the signature book of the shareholders present and the proxy form. Such minutes may be distributed by way of public announcement.

Chapter 3 Board of Directors

Article 18: The Company shall have a board of directors consisting of five to seven directors, who shall be elected by the shareholders' meeting from among persons having the ability to act, and the directors shall be nominated by candidates for a term of three years and shall be eligible for re-election. The Company's directors and supervisors shall be subject to the provisions of the "Rules Governing the Composition of Shareholdings of Directors and Supervisors of Public Companies and the Implementation of the Rules" issued by the competent securities authorities.

The number of independent directors shall not be less than three among the above-mentioned number of directors of the Company and shall be elected by the shareholders' meeting from the list of independent director candidates. The professional qualifications, shareholdings, restrictions on part-time employment, the method of election and other matters to be observed by the independent directors shall be in accordance with the relevant regulations of the competent securities authorities.

The Company may purchase liability insurance for the directors within the scope of their liability under the law for the execution of their business.

In accordance with Article 14-4 of the Securities and Exchange Act, the Company has established an Audit Committee in lieu of the Supervisors' duties and responsibilities.

The Audit Committee shall consist of all independent directors. The Audit Committee's duties and responsibilities and other matters to be followed shall be in accordance with the provisions of the Company Law, the Securities and Exchange Act and other relevant laws and regulations, and the Company's Articles of Incorporation.

Article 19: The Board of Directors shall elect one of its directors to be the Chairman and one of its directors to be the Vice Chairman, and the Chairman shall represent the Company externally.

Article 20: If the chairman of the board of directors is absent from office or is unable to exercise his or her duties for any reason, his or her proxy shall be governed by the provisions of Article 208 of the Company Act.

Article 21: The powers and functions of the Board of Directors shall be as follows.

- (1) Determination of business direction.
- (2) Approval of business plans.
- (3) Examination of the budget and financial statements.
- (4) Review of capital increase or decrease.
- (5) The proposed issuance or consolidation of corporate bonds.
- (6) Review of earnings distribution.
- (7) Resolution on foreign investment or cooperation.
- (8) Approval of important articles of incorporation and revocation.
- (9) Approval of important contract amendment or cancellation.
- (10) Approval of the establishment, reorganization or dissolution of branch offices.
- (11) Appointment or dismissal of key employees of the Company.
- (12) The convening of shareholders' meetings.

Article 22: The Company's Board of Directors shall meet at least once a quarter. The Board of Directors shall convene a meeting of the Board of Directors with the reasons stated and notify the Directors seven days in advance. However, in case of emergency, it may be convened at any time. The Board of Directors may be convened by written, electronic or facsimile notice to the Directors.

The meeting of the Board of Directors shall be convened by the Chairman of the Board. If a director is unable to attend a board meeting, he/she may appoint another director to act as his/her proxy, and he/she shall issue a proxy form each time, listing the scope of authority for the convening, and the proxy shall be limited to one person's proxy.

The Board of Directors may hold a meeting by video conference. A director who participates in a meeting by video conference shall be deemed to be present in person.

Article 23: Resolutions of the Board of Directors shall be made by a majority of the Directors present and approved by a majority of the Directors present, and the minutes shall be signed and sealed by the Chairman.

Article 23-1: The minutes of the board of directors' meeting shall be signed or sealed by the chairman and distributed to each director within 20 days after the meeting.

Article 24: Directors may pay monthly carriage fees during their term of office.

Article 24-1: The remuneration of the directors is authorized to be determined by the Board of Directors based on the extent of their participation in the Company's operations and the value of their contributions, taking into account the usual standards of the industry

Chapter 4 Manager

Article 27: Other employees of the Company shall be appointed and dismissed by the President in accordance with the "Work Rules" of the Internal Regulations.

Chapter 5 Accounting

Article 28: The accounting year of the Company shall be from January 1 of each year to December 31 of the same year.

Article 29: At the end of each fiscal year, the Board of Directors shall prepare the following forms and submit them to the shareholders' meeting for recognition in accordance with legal procedures.

(1) Business Report.

(2) Financial statements.

(3) Proposals for distribution of earnings or appropriation of losses.

Article 30: The Board of Directors shall consider the Company's future capital expenditure budget and capital requirements, and evaluate the necessity of using earnings to meet capital requirements in order to determine the amount of earnings to be retained or distributed and the amount of dividends or bonuses to be distributed to shareholders in cash.

In addition, the Company shall set aside 10% of the legal reserve if there is any surplus, except when the legal reserve has already reached the Company's capital, and after setting aside or reversing the special reserve in accordance with the law, the

undistributed earnings at the beginning of the period shall be consolidated into the shareholders' accumulated distributable earnings, and the board of directors shall prepare a proposal for the distribution of the earnings. The Board of Directors shall prepare a proposal for distribution of earnings and submit it to the shareholders for resolution.

The Board of Directors shall prepare a proposal for distribution of earnings and submit it to the shareholders for resolution. 10% or more of the aforementioned distributable earnings shall be distributed as dividends and stockholders' bonuses, of which no less than 10% of the total dividends and stockholders' bonuses shall be cash dividends.

The presence of at least two-thirds of the board of directors and the resolution of a majority of the directors present to distribute all or part of the dividends and bonuses, capital surplus or legal reserve in the form of cash and to report to the shareholders' meeting shall not apply to the second paragraph which requires the resolution of the shareholders' meeting.

Article 31: The Company shall distribute remuneration to employees at 0.1% to 1% and remuneration to directors at not more than 1% of the Company's profitability for the year. However, the Company shall make up for any accumulated losses.

Compensation to employees may be in the form of stock or cash, and may be made to employees who meet certain criteria for control or subordination of the Company.

Profitability for the year referred to in Item 1 is defined as income before income taxes for the year before the distribution of employee and director compensation.

The distribution of employee compensation and director compensation shall be made by a resolution of the board of directors with at least two-thirds of the directors present and a majority of the directors present, and reported to the shareholders' meeting.

Chapter 6 Bylaws

Article 32: The Company's articles of incorporation and by-laws shall be determined separately.

Article 33: Matters not provided for in these Articles of Incorporation shall be governed by the provisions of the Company Law.

Article 34: The total amount of the Company's reinvestment shall not exceed 40% of the paid-in capital as provided in Article 13 of the Company Act. The Board of Directors shall be authorized to

make decisions on the operation of the Company's investments.

Article 35: The Company may make external guarantees for business purposes in accordance with the Company's endorsement guarantee policy.

Article 36: The same shall apply to these Articles of Incorporation when they are amended by the shareholders' meeting in accordance with the law.

Article 37: These Articles of Incorporation were enacted on May 26, 1959. The first amendment was made on February 1, 1963; the second amendment was made on August 3, 1964; the third amendment was made on September 18, 1968; the fourth amendment was made on June 1, 1969; the fifth amendment was made on July 23, 1973; the sixth amendment was made on May 20, 1978; the seventh amendment was made on December 2, 1979; the eighth amendment was made on June 27, 1981; the ninth amendment was made on November 19, 1981; the tenth amendment was made on March 22, 1982; the eleventh amendment was made on January 30, 1983; the twelfth amendment was made on December 7, 1987; the thirteenth amendment was made on April 18, 1988; the fourteenth amendment was made on April 26, 1989; and the fifteenth amendment was made on September 20, 1989. The 16th amendment was made on June 4, 1990. The 17th amendment was made on September 20, 1990; the 18th amendment was made on September 20, 1990, the 19th amendment was made on June 20, 1991, the 20th amendment was made on June 22, 1992, the 21st amendment was made on April 13, 1993, the 22nd amendment was made on May 16, 1994. The 23rd amendment was made on April 15, 1995, the 24th amendment was made on May 7, 1996, the 25th amendment was made on April 9, 1997, the 26th amendment was made on April 22, 1998, the 27th amendment was made on May 7, 1999, the 28th amendment was made on May 10, 2000, the 29th amendment was made on June 18, 2002, the 30th amendment was made on June 3, 2003, amended 31st on June 15, 2004, amended 32nd on June 21, 2005, amended 33rd on April 12, 2007, amended 34th on April 15, 2008, amended 35th on June 10, 2009, amended 36th on June 25, 2010, amended 37th on June 17, 2011 June 17, 2011, 38th amendment on June 12, 2012, 39th amendment on June 13, 2014, 40th amendment on June 12, 2015, 41st amendment on June 20, 2016, 42nd amendment on June 19, 2019, and 43rd amendment on June 17, 2020, effective upon amendment and approval by the shareholders' meeting. The forty-third amendment became effective on June 17, 2010 after it was approved by the shareholders' meeting.

Appendix 3

Hotel Holiday Garden

Regulations of shareholders' meeting

- Article 1: Unless otherwise provided by laws and regulations, shareholders' meetings (the Meeting) of the Company shall be conducted in accordance with the Rules and Procedures of Shareholders' Meetings (the Rules and Regulations) herein .
- Article 2: When the Company holds a shareholders' meeting, it shall provide the attendance book for the shareholders to sign in, or the attending shareholders will submit the sign-in card instead of signing in. The number of attending shares will be calculated base on the signature book or the signed card.
- Article 3: The attendance and voting of the shareholders' meeting shall be calculated based on the number of shares. If the shareholders propose to count the number of votes, the chairman shall not accept the case.
- Article 4: 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.
- Article 5: The chairman of the shareholders' meeting is aware of the provisions of Article 182 of the Company Act.
- Article 6: The company may assign company appointed lawyer, an accountant or relevant personnel to attend the shareholders' meeting.
Staff handling administrative affairs of a shareholders meeting shall wear identification cards for identification.
- Article 7: The Company shall tape or video record the entire process of the shareholders' meeting, and keep it for at least a year.
- Article 8: The chairman shall call the Meeting to order at the time scheduled for the Meeting. If the number of shares represented by the shareholders present at the Meeting has not yet constituted a majority at the time scheduled for the Meeting, the chairman may postpone the time for the Meeting. The postponement shall be limited to two times at the most and the total time of postponement shall not exceed one hour. If after two postponements no majority can yet be constituted but the shareholders present at the Meeting represent more than one-third of the total outstanding shares, tentative resolutions may be made in accordance with paragraph 1 of Article 175 of the Company Act, unless otherwise provided by other laws and regulations. If during the process of the Meeting the number of outstanding shares represented by the shareholders present becomes sufficient to constitute a

majority, the chairman may submit the tentative resolutions to the Meeting for approval in accordance with Article 174 of the Company Act.

Article 9: The Meeting agenda shall be set by the board of directors if the Meeting is convened by the board of directors.

Unless otherwise resolved at the meeting, the Meeting shall proceed in accordance with the agenda.

If the Meeting is convened by any other person(s), the person(s) shall set the agenda, and the preceding paragraph applies. Unless otherwise resolved at the Meeting, the chairman cannot announce adjournment of the Meeting before the proceedings on the agenda are resolved. In the event that the chairman adjourns the Meeting in violation of the Rules and Procedures, the shareholders may designate, by a majority of votes represented by shareholders attending the Meeting, one person as chairman to continue the Meeting.

After the meeting is adjourned, the shareholders may not elect another chairman to continue the meeting at the original site or at another location.

Article 10: When a shareholder present at the Meeting wishes to speak, a speech request form shall be filled out with a summary of the speech, the meeting attendance card number, and the name of the shareholder. The sequence of speeches by shareholders shall be decided by the chairman.

If any shareholder present at the Meeting submits a speech request form but does not speak, no speech shall be deemed to have been made by the shareholder. In case the contents of the speech of a shareholder are inconsistent with the contents of the speech request form, the contents of actual speech shall prevail.

Unless otherwise permitted by the chairman and the shareholder in speaking, no shareholder shall interrupt the speeches of the other shareholders, otherwise the chairman shall stop such interruption.

Shareholders' speeches shall be simple and concise, a shareholder shall not speak more than one time for one motion without prior consent from the chairman, and each speech shall not exceed 3 minutes.

If a shareholder violates the preceding article or his or her speech exceeds the scope of the motion, the chairman may stop him or her from doing so or other appropriate disposition.

Article 11: Without chairman's permission, every shareholder couldn't speak over one time, either over three minutes. If the shareholder violate the regulation, the chairman can restrain the speech.

Article 12: Any legal entity designated as proxy by a shareholder(s) to be present at the Meeting may appoint only one representative to attend the Meeting.

If a corporate shareholder designates two or more representatives to attend the Meeting, only one representative can speak for each discussion item

Article 13: After the speech of a shareholder, the chairman may respond himself/herself or appoint an appropriate person to respond.

Article 14: Reporting on matters not to be discussed or voted, the chairman may announce to end the discussion of any resolution and go into voting if the Chairman deems it appropriate.

Article 15: The person(s) to check and the person(s) to record the ballots or election matter during a vote by casting ballots shall be appointed by the chairman. The person(s) checking the ballots shall be a shareholder(s).

Article 16: During the Meeting, the chairman may, at his discretion, set time for intermission. In case of incident of force majeure, the chairman may decide to temporarily suspend the Meeting and announce, depending on the situation, when the Meeting will resume.

Article 17: Except otherwise specified in the related law or the Articles of Incorporation of the Company, a resolution shall be adopted by a majority of the votes represented by the shareholders present at the Meeting. In the resolution, if the chairman of the meeting inquires and receives no objection, the motion is deemed passed, with equivalent force as a resolution by vote.

Article 18: If there is amendment to or substitute for a discussion item, the chairman shall decide the sequence of voting for such discussion item, the amendment or the substitute. If any one of them has been adopted, the others shall be deemed vetoed and no further voting is necessary.

Article 19: The chairman may conduct the disciplinary officers or the security guard to assist in keeping order of the Meeting place. Such disciplinary officers or security guards shall wear badges or arm bands marked "Disciplinary Officers" for identification purpose.

Article 20: These Rules and Procedures shall be effective from the date it is approved by the Shareholders' Meeting. The same applies in case of revision.

Hotel Holiday Garden

Chairman of the Board: Chen Hai-ni