

【Stock code : 2702】



Holiday Garden Hotel Co., Ltd.

Handbook for the 2026 Annual General Meeting of Shareholders

Type of Meeting : Physical Meeting

Time : Wednesday, May 20, 2026, 10:30 a.m.

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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I. Meeting Procedures

Holiday Garden Hotel Co., Ltd.

Meeting Procedures for the 2026 Annual General Meeting of
Shareholders

I. Call to Order

II. Chairperson's Remarks

III. Reporting Items

IV. Ratification Items

V. Extraordinary Motions

VI. Adjournment

II. Meeting Agenda

Holiday Garden Hotel Co., Ltd.

Agenda for the 2026 Annual General Meeting of Shareholders

Time: May 20, 2026 (Wednesday) at 10:30 a.m.

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

I. Call to Order

II. Chairperson's Remarks

III. Reporting Items

(I) 2025 Business Report

(II) Audit Committee's Review Report on the 2025 Financial Statements

(III) Report on 2025 Employee and Director Remuneration Distribution

IV. Ratification Items

(I) Adoption of the 2025 Financial Statements

(II) Adoption of the 2025 Earnings Distribution Proposal

V. Extraordinary Motions

VI. Adjournment

III. Reporting Items

Item 1: 2025 Business Report

Explanation:

The Company's 2025 Business Report is provided for your review. Please refer to pages 5 – 11 of this handbook (Appendix 1).

Item 2: Audit Committee's Review Report on the 2025 Financial Statements

Explanation:

The Company's 2025 financial statements have been reviewed by the Audit Committee, and a review report has been issued. Please refer to page 12 of this handbook (Appendix 2).

Item 3: Report on 2025 Employee and Director Remuneration Distribution

Explanation:

1. Pursuant to Article 31 of the Company's Articles of Incorporation, employee remuneration shall be distributed at a rate between 0.1% and 1.0% based on the Company's profit for the current year. However, as the Company incurred a pre-tax net loss of NT\$95,798 thousand for the current year, it is proposed that no employee remuneration or directors' remuneration be distributed.
2. This matter has been approved by all directors present at the Board meeting and is hereby reported to the Annual General Meeting in accordance with applicable laws and regulations.

IV. Ratification Items

Item 1 (Proposed by the Board of Directors)

Proposal: Adoption of the 2025 Financial Statements

Explanation:

The Company's 2025 consolidated financial statements and parent company only financial statements have been audited and certified by CPAs A-Shen, Liao and Chien-Chih, Wu of PricewaterhouseCoopers Taiwan. The Business Report has also been duly prepared. All related documents have been reviewed by the Audit Committee, which found no discrepancies and issued a review report accordingly. Please refer to pages 13 – 32 of this handbook (Appendix 3 and 4).

Resolution:

Item 2 (Proposed by the Board of Directors)

Proposal: Adoption of the 2025 Earnings Distribution Proposal

Explanation:

1. The Company's 2025 earnings distribution proposal has been duly prepared.
2. The proposal has been reviewed by the Audit Committee. Please refer to page 33 of this handbook (Appendix 5).

Resolution:

V. Extraordinary Motions

VI. Adjournment

Holiday Garden Hotel Co., Ltd.

Business Report

Dear Shareholders,

Thank you for attending the Company's 2026 Annual General Meeting and for your continued trust and support. Amid heightened global economic volatility, persistent inflationary pressures, monetary policy adjustments by major economies, and rising geopolitical risks—including regional conflicts and supply chain restructuring—the overall business environment remains uncertain. Your support has been a vital foundation for the Company's steady development.

As Taiwan's tourism market continues its gradual recovery, supported by the government's ongoing tourism revitalization initiatives and sustainability policies, the Company remains committed to its customer-centric philosophy. We continue to enhance our facilities and service quality, actively promote digital transformation and operational efficiency, and strengthen membership engagement and multi-channel development to improve overall competitiveness and market penetration.

In the international market, although the U.S. region has been affected by slower economic growth and rising labor and operating costs, demand for hospitality and leisure services has remained on a stable growth trajectory, particularly in areas such as sustainable tourism, health and safety, and high-quality service experiences. The Company continues to strengthen its local operational advantages while flexibly adjusting pricing and product strategies in response to market changes. In addition, fluctuations in foreign exchange rates have resulted in a decrease in gains related to foreign currency assets compared to the prior period, which has had a certain impact on the Company's profitability for the current year.

In response to global climate change, Taiwan's 2050 net-zero emissions policy, and regulatory requirements for sustainability disclosures by listed companies, the Company continues to implement ESG-related initiatives, including energy conservation and carbon reduction, resource recycling, and enhancement of employee welfare programs. We are also gradually introducing sustainability management mechanisms to enhance long-term corporate value and operational resilience. At the same time, the Company continues to strengthen its internal control and risk management systems to address potential impacts arising from geopolitical developments and changes in international markets.

Looking ahead, the Company will continue to closely monitor global economic conditions, industry trends, and policy developments, and will flexibly adjust its operational strategies while steadily advancing its business initiatives. We remain committed to strengthening our brand value and service quality in order to deliver improved operating performance and create sustainable value, thereby rewarding our shareholders for their long-term support and trust.

We wish you all good health and every success.

I. Business Results

(I) Operational Performance

In 2025, the Group's consolidated operating revenue amounted to NT\$1,409,133 thousand, representing a decrease of NT\$32,694 thousand or 2.27% compared to the consolidated operating revenue of NT\$1,441,827 thousand in 2024. The net loss after tax in 2025 was NT\$54,265 thousand, representing a decrease of NT\$94,771 thousand or 233.97% compared to the net profit after tax of NT\$40,506 thousand in 2024.

(II) Budget Execution

The Company did not publicly release any financial forecasts for 2025; therefore, this item is not applicable.

(III) Analysis of Financial Status and Profitability

Item		Year		
		2025	2024	
Financial Status	Operating Revenue		1,409,133	1,441,827
	Gross Profit		1,226,767	1,243,104
	Net Profit After Tax		-54,265	40,506
Profitability	Return on Assets(%)		1.58	3.55
	Return on Equity(%)		-1.65	1.24
	As a Percentage of Paid-in Capital(%)	Operating Profit	7.03	6.94
		Profit Before Tax	-6.95	4.68

	Net Profit Margin(%)	-3.85	2.81
	Earnings Per Share(NT\$ per share)	-0.35	0.26

Unit: NT\$ Thousands; %

(IV) Research and Development

As the Company operates in the general hotel industry, this item is not applicable.

II. Summary of Business Plan for the Current Year

- (I) Enhance themed hotel characteristics to establish a new blueprint for hospitality operations.
- (II) Continuously cultivate marketing talent to increase brand visibility.
- (III) Expand business operations and develop new customer sources.
- (IV) Continue expanding overseas business locations to increase operating revenue.
- (V) Adjust procurement methods to reduce operating costs.
- (VI) Allocate funds flexibly to maintain a sound financial structure.

III. Future Corporate Development Strategies

The Company's future development strategies include promoting local cultural experiences and offering distinctive services to attract international tourists, while strengthening partnerships with travel industry stakeholders. We will continue investing in digital technologies to enhance our online brand presence, streamline the booking process, and provide personalized services. Through data analytics and membership management, the Company will further strengthen customer relationship management and improve operational efficiency.

The Company will provide unique accommodation experiences, such as themed suites and cultural immersion offerings, and adopt flexible pricing strategies to attract diverse customer segments. Green technologies and sustainable management practices will be implemented, including solar power systems, energy-efficient equipment, and waste recycling programs. In line with Taiwan's 2050 net-zero emissions policy and sustainability trends, the Company will continue to strengthen its sustainability management mechanisms and related disclosures.

Efforts will be made to enhance cleaning and disinfection procedures, strengthen employee training in hygiene and safety, and establish medical assistance and emergency response measures. The Company will ensure compliance with labor regulations by offering fair compensation and benefits, while continuing to invest in employee training and development.

To respond to economic fluctuations, the Company will adopt flexible pricing strategies and bundled service options, while strengthening its value proposition to attract budget-conscious consumers. The Company will build brand credibility through excellent customer service and proactive responses to customer feedback to enhance consumer confidence. In addition, sustainable tourism practices will be promoted through collaboration with local communities and cultural institutions to provide educational and culturally enriching travel experiences.

In response to changing economic and market conditions, the Company will continue to adjust and refine its operations, actively pursue transformation, and promote diversified business development to enrich its operating model and meet diverse consumer needs. Through strategic planning and adaptability, the Company will effectively respond to external environmental changes, maintain its competitive advantage, and achieve

sustainable business growth. The Company will also continue to closely monitor international economic and political developments and geopolitical changes, while strengthening operational resilience and risk management capabilities.

IV. Impact of External Competition, Regulations, and the Overall Business Environment

(I) Impact of External Competition

1. Global market liberalization: The return of international travelers and intensified competition across Asia.
2. Impact of digital innovation: The rise of online booking platforms (such as Booking.com and Agoda) and consumer decisions influenced by social media trends.
3. Challenges from the sharing economy: Platforms such as Airbnb exert pricing pressure and operational flexibility challenges on traditional hospitality providers.
4. Geopolitical and international developments: Affect international travel flows and the structure of market demand.

(II) Impact of Regulations

1. Stricter sustainability regulations: Government initiatives promoting green building standards and energy conservation and carbon reduction requirements.
2. Enhanced public safety requirements: Following the pandemic, the hospitality industry faces increased expectations regarding sanitation and emergency response preparedness.
3. Labor regulations: Adjustments to minimum wage and working hour requirements directly impact labor costs.

(III) Impact of the Overall Business Environment

1. Global economic and geopolitical developments: Affect travel demand and consumption patterns.
2. Fluctuations in consumer confidence: Flexible strategies are required to stabilize demand.
3. Rising cultural awareness: Travelers increasingly seek culturally immersive and sustainability-oriented tourism experiences.

Chairman: Tseng-Tung, Chen President: Tseng-Tung, Chen Chief Accounting Officer: Su-Ling, Yu

Holiday Garden Hotel Co., Ltd.

Audit Committee's Review Report

The Board of Directors has submitted the Company's 2025 Business Report, parent company only financial statements, consolidated financial statements, and earnings distribution proposal for review. The Audit Committee has completed its review and found no discrepancies.

In accordance with Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act, this report is hereby prepared and respectfully submitted for your review.

Respectfully submitted to

The 2026 Annual General Meeting of Shareholders

Holiday Garden Hotel Co., Ltd.

Convener of the Audit Committee : Kuo-Ying, Lu

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Holiday Garden Hotel Co., Ltd. and Subsidiaries
Consolidated Balance Sheets
December 31, 2025 and 2024

Unit: NT\$ Thousands

Assets	Note	2 A	0 m	2 o	5 u	2 n	%	2 A	0 m	2 o	2 u	4 n	%
Current Assets													
1100	Cash and Cash Equivalents	6(1)	\$		1,265,751		19	\$		2,457,532			30
1110	Financial Assets at Fair Value	6(2)											
	Through Profit or Loss -												
	Current				110,394		2			107,229			1
1136	Financial Assets Measured at	6(1),8											
	Amortized Cost - Current				1,005,640		15			833,647			10
1170	Accounts Receivable, Net	6(3)			22,377		1			28,774			1
1200	Other Receivables				5,848		-			11,062			-
1220	Current Tax Assets				17,084		-			10,356			-
130X	Inventories	6(4)			123		-			175			-
1410	Prepayments				17,392		-			20,412			-
1479	Other Current Assets - Others				45		-			89			-
11XX	Total Current Assets				2,444,654		37			3,469,276			42
Non-current Assets													
1535	Financial Assets Measured at	6(1),8,9											
	Amortized Cost - Non-current				30,000		1			213,910			3
1600	Property, Plant and Equipment	5,6(5)(8),8			3,350,441		50			3,673,018			44
1755	Right-of-use Assets	6(6)			77,539		1			85,432			1
1780	Intangible Assets	5,6(7)			595,960		9			678,170			8
1840	Deferred Tax Assets	6(24)			145,263		2			132,673			2
1915	Prepayments for Equipment				22,332		-			684			-
1920	Refundable Deposits				14,208		-			7,893			-
1990	Other Non-current Assets -												
	Others				212		-			221			-
15XX	Total Non-current Assets				4,235,955		63			4,792,001			58
1XXX	Total Assets		\$		6,680,609		100	\$		8,261,277			100

(Continued)

Holiday Garden Hotel Co., Ltd. and Subsidiaries
Consolidated Balance Sheets
December 31, 2025 and 2024

Unit: NT\$ Thousands

Liabilities and Equity	Note	2 A	0 m	2 o	5 u	2 n	2 t	%	2 A	0 m	0 o	2 u	2 n	4 t	%
Current Liabilities															
2100	Short-term Borrowings	6(9), 8	\$				310,000	5	\$				400,000	5	
2110	Commercial Paper Payables	6(10), 8					30,000	-					75,500	1	
2130	Contract Liabilities -	6(17)													
	Current						5,800	-					6,139	-	
2170	Accounts Payable						883	-					4,360	-	
2200	Other Payables	6(11)					131,263	2					146,907	2	
2280	Lease Liabilities - Current						7,586	-					7,227	-	
2320	Current Portion of Long-term	6(12), 8													
	Borrowings						667,853	10					827,677	10	
2399	Other Current Liabilities -														
	Others						890	-					213	-	
21XX	Total Current Liabilities						1,154,275	17					1,468,023	18	
Non-current Liabilities															
2540	Long-term Borrowings	6(12), 8					2,028,419	31					3,140,952	38	
2570	Deferred Tax Liabilities	6(24)					181,729	3					231,246	3	
2580	Lease Liabilities - Non-														
	current						82,048	1					89,718	1	
25XX	Total Non-current														
	Liabilities						2,292,196	35					3,461,916	42	
2XXX	Total Liabilities						3,446,471	52					4,929,939	60	
Equity															
Equity Attributable to Owners of the Parent															
	Share Capital	6(14)													
3110	Ordinary Share Capital						1,566,133	23					1,566,133	19	
	Capital Surplus	6(15)													
3200	Capital Surplus						2,169	-					2,169	-	
	Retained Earnings	6(16)													
3310	Legal Reserve						300,851	4					296,800	4	
3320	Special Reserve						-	-					4,236	-	
3350	Unappropriated Earnings						1,308,751	20					1,362,831	16	
	Other Equity														

The accompanying notes to the consolidated financial statements are an integral part of these consolidated financial statements and should be read in conjunction therewith.

Chairman: Tseng-Tung, Chen

President: Tseng-Tung, Chen

Chief Accounting Officer: Su-Ling, Yu

Holiday Garden Hotel Co., Ltd. and Subsidiaries
Consolidated Balance Sheets
December 31, 2025 and 2024

Unit: NT\$ Thousands

3400	Other Equity		56,234	1		99,169	1
31XX	Total Equity Attributable to						
	Owners of the Parent		3,234,138	48		3,331,338	40
3XXX	Total Equity		3,234,138	48		3,331,338	40
	Significant Contingent	9					
	Liabilities and Unrecognized						
	Contractual Commitments						
3X2X	Total Liabilities and Equity		\$ 6,680,609	100	\$	8,261,277	100

The accompanying notes to the consolidated financial statements are an integral part of these consolidated financial statements and should be read in conjunction therewith.

Chairman: Tseng-Tung, Chen

President: Tseng-Tung, Chen

Chief Accounting Officer: Su-Ling, Yu

Holiday Garden Hotel Co., Ltd. and Subsidiaries
Consolidated Statements of Comprehensive Income
For the Years Ended December 31, 2025 and 2024

Unit: NT\$ Thousands

(Except for Earnings Per Share, expressed in NT\$)

Item	Note	2025	2024	2025	2024
		Amount	Amount	%	%
4000 Operating Revenue	6(17)	\$ 1,409,133	\$ 1,441,827	100	100
5000 Operating Costs	6(4)(22)(23)	(182,366)	(198,723)	(13)	(14)
5900 Gross Profit		1,226,767	1,243,104	87	86
Operating Expenses	6(7)(22)(23)				
6200 General and Administrative Expenses		(1,116,631)	(1,134,751)	(79)	(79)
6450 Expected Credit Impairment Gain (Loss)	12(2)	39	294	-	-
6000 Total Operating Expenses		(1,116,592)	(1,134,457)	(79)	(79)
6900 Operating Profit		110,175	108,647	8	7
Non-operating Income and Expenses					
7100 Interest Income	6(18)	96,917	150,024	7	10
7010 Other Income	6(19)	2,365	6,179	-	1
7020 Other Gains and Losses	6(2)(20)	(102,799)	125,821	(8)	9
7050 Finance Costs	6(21)	(215,507)	(317,315)	(15)	(22)
7000 Total Non-operating Income and Expenses		(219,024)	(35,291)	(16)	(2)
7900 Profit (Loss) Before Income Tax		(108,849)	73,356	(8)	5
7950 Income Tax Benefit (Expense)	6(24)	54,584	(32,850)	4	(2)
8200 Net Profit (Loss) for the Year		(\$ 54,265)	\$ 40,506	(4)	3
Other Comprehensive Income Items that may be reclassified subsequently to profit or loss:					
8361 Exchange Differences on Translation of Foreign Operations		(\$ 53,669)	\$ 129,257	(4)	9
8399 Income Tax Related to Components of Other Comprehensive Income	6(24)	10,734	(25,852)	1	(2)
8300 Other Comprehensive Income, Net of Tax		(\$ 42,935)	\$ 103,405	(3)	7
8500 Total Comprehensive Income		(\$ 97,200)	\$ 143,911	(7)	10

The accompanying notes to the consolidated financial statements are an integral part of these consolidated financial statements and should be read in conjunction therewith.

Chairman: Tseng-Tung, Chen

President: Tseng-Tung, Chen

Chief Accounting Officer: Su-Ling, Yu

Holiday Garden Hotel Co., Ltd. and Subsidiaries
Consolidated Statements of Comprehensive Income
For the Years Ended December 31, 2025 and 2024

Unit: NT\$ Thousands
(Except for Earnings Per Share, expressed in NT\$)

for the Year					
Net Profit (Loss)					
Attributable to:					
8610	Owners of the Parent	(\$	54,265)	(4)	\$ 40,506 3
Total Comprehensive Income					
Attributable to:					
8710	Owners of the Parent	(\$	97,200)	(7)	\$ 143,911 10
Earnings Per Share 6(25)					
9750	Basic Earnings Per Share	(\$	0.35)	\$	0.26
9850	Diluted Earnings Per Share	(\$	0.35)	\$	0.26

The accompanying notes to the consolidated financial statements are an integral part of these consolidated financial statements and should be read in conjunction therewith.

Chairman: Tseng-Tung, Chen President: Tseng-Tung, Chen Chief Accounting Officer: Su-Ling, Yu

Holiday Garden Hotel Co., Ltd. and Subsidiaries
Consolidated Statements of Changes in Equity
For the Years Ended December 31, 2025 and 2024

Unit: NT\$ Thousands

	<u>Equity Attributable to Owners of the Parent</u>							
	<u>Share Capital</u>		<u>Retained Earnings</u>			<u>Unappropriated Earnings</u>			Exchange Differences on Translation of Foreign Operations
N o t e	C a p i t a l	S h a r e S u r p l u s - S h a r e P r e m i u m	L e g a l R e s e r v e	R e s e r v e	S p e c i a l R e s e r v e	U n a p p r o p r i a t e d E a r n i n g s	E x c h a n g e D i f f e r e n c e s o n T r a n s l a t i o n o f F o r e i g n O p e r a t i o n s	T o t a l
<u>2024</u>								
Balance as of January 1, 2024	\$1,566,133	\$ 2,169	\$ 294,226	\$ 5,330	\$1,323,805	(\$ 4,236)		\$ 3,187,427
Net Profit for the Year	-	-	-	-	40,506	-		40,506
Other Comprehensive Income	-	-	-	-	-	103,405		103,405
Total Comprehensive Income	-	-	-	-	40,506	103,405		143,911
Appropriation and Distribution of Earnings for the Year Ended 2023 :								
Legal Reserve	-	-	2,574	-	(2,574)	-		-
Special Reserve	-	-	-	(1,094)	1,094	-		-
Balance as of December 31, 2024	\$1,566,133	\$ 2,169	\$ 296,800	\$ 4,236	\$1,362,831	\$ 99,169		\$ 3,331,338
<u>2025</u>								
Balance as of January 1, 2025	\$1,566,133	\$ 2,169	\$ 296,800	\$ 4,236	\$1,362,831	\$ 99,169		\$ 3,331,338
Net Loss for the Year	-	-	-	-	(54,265)	-		(54,265)
Other Comprehensive Income	-	-	-	-	-	(42,935)		(42,935)
Total Comprehensive Income	-	-	-	-	(54,265)	(42,935)		(97,200)
Appropriation and Distribution of								

The accompanying notes to the consolidated financial statements are an integral part of these consolidated financial statements and should be read in conjunction therewith.

Chairman: Tseng-Tung, Chen

President: Tseng-Tung, Chen

Chief Accounting Officer: Su-Ling, Yu

Holiday Garden Hotel Co., Ltd. and Subsidiaries
Consolidated Statements of Changes in Equity
For the Years Ended December 31, 2025 and 2024

Unit: NT\$ Thousands

	<u>E q u i t y A t t r i b u t a b l e t o O w n e r s o f t h e P a r e n t</u>									
	<u>S h a r e C a p i t a l</u>			<u>R e t a i n e d E a r n i n g s</u>						
	<u>N o t e</u>	<u>C a p i t a l</u>	<u>S h a r e</u>	<u>S u r p l u s -</u>	<u>L e g a l R e s e r v e</u>	<u>S p e c i a l R e s e r v e</u>	<u>U n a p p r o p r i a t e</u>	<u>E a r n i n g s</u>	<u>o f F o r e i g n</u>	<u>T o t a l</u>
									<u>o p e r a t i o n s</u>	
Earnings for the Year Ended 2024 :										
Legal Reserve		-	-	4,051		-	(4,051)		-	-
Special Reserve		-	-	-		(4,236)	4,236		-	-
Balance as of December 31, 2025		\$1,566,133	\$ 2,169	\$ 300,851		\$ -	\$1,308,751		\$ 56,234	\$ 3,234,138

The accompanying notes to the consolidated financial statements are an integral part of these consolidated financial statements and should be read in conjunction therewith.

Chairman: Tseng-Tung, Chen

President: Tseng-Tung, Chen

Chief Accounting Officer: Su-Ling, Yu

Holiday Garden Hotel Co., Ltd. and Subsidiaries
Consolidated Statements of Cash Flows
For the Years Ended December 31, 2025 and 2024

Unit: NT\$ Thousands

	Note	2	0	2	5	2	0	2	4
<u>Cash Flows from Operating Activities</u>									
Profit (Loss) Before Income Tax		(\$		108,849	)	\$		73,356	
Adjustments									
Income and Expense Items									
Net Gain on Financial Assets at Fair Value Through Profit or Loss	6(2)(20)								
Expected Credit Impairment Gain (Loss)	12(2)	(		3,165	)	(		11,463)
Depreciation Expense	6(5)(6)(22)			181,406				192,060	
Amortization Expense	6(7)(22)			53,652				55,253	
Gain on Lease Modification	6(6)(20)	(		3	)	(		8)
Interest Expense	6(21)			215,507				317,315	
Interest Income	6(18)	(		96,917	)	(		150,024)
Gain on Disposal of Property, Plant and Equipment	6(20)			-		(		92)
Reclassification of Prepayments for Equipment to Expenses	6(26)			113				-	
Impairment Loss on Non-financial Assets	6(8)(20)			-				4,750	
Changes in Operating Assets and Liabilities									
Net Changes in Operating Assets									
Accounts Receivable				5,274				17,218	
Other Receivables				1,658				670	
Inventories				52				1,056	
Prepayments				2,289				9,027	
Other Current Assets - Others				44				109	
Net Changes in Operating Liabilities									
Contract Liabilities - Current		(		222	)			1,265	
Accounts Payable		(		3,477	)			1,559	
Other Payables				6,773		(		1,303)
Other Current Liabilities - Others				677		(		184)
Cash Generated From Operations				254,773				510,270	
Interest Received				100,939				153,519	
Interest Paid		(		221,059	)	(		322,576)

Holiday Garden Hotel Co., Ltd. and Subsidiaries
Consolidated Statements of Cash Flows
For the Years Ended December 31, 2025 and 2024

Unit: NT\$ Thousands

	<u>Note</u>	<u>2</u>	<u>0</u>	<u>2</u>	<u>5</u>	<u>2</u>	<u>0</u>	<u>2</u>	<u>4</u>
Income Taxes Paid		(		8,147	)	(		20,947)
Net Cash Provided by Operating Activities				126,506				320,266	

(Continued)

Holiday Garden Hotel Co., Ltd. and Subsidiaries
Consolidated Statements of Cash Flows
For the Years Ended December 31, 2025 and 2024

Unit: NT\$ Thousands

	<u>Note</u>	<u>2</u>	<u>0</u>	<u>2</u>	<u>5</u>	<u>2</u>	<u>0</u>	<u>2</u>	<u>4</u>
<u>Cash Flows from Investing Activities</u>									
Increase (Decrease) in Financial Assets									
at Amortized Cost - Current		(\$		1,232	)	\$		187,478	
Increase (decrease) in Financial Assets									
at Amortized Cost - Non-current				174,880	(			61,052)
Acquisition of Property, Plant and	6(26)								
Equipment		(		13,534	)	(		45,967)
Proceeds from Disposal of Property,									
Plant and Equipment				-				976	
Increase in Prepayments for Equipment		(		22,154	)	(		126)
Increase (Decrease) in Refundable									
Deposits		(		6,524	)			2,081	
Net Cash Provided by Investing									
Activities				131,436				83,390	
<u>Cash Flows from Financing Activities</u>									
Increase in Short-term Borrowings	6(27)			740,000				350,000	
Decrease in Short-term Borrowings	6(27)	(		830,000	)	(		350,000)
Increase in Commercial Paper Payable	6(27)			360,000				915,500	
Decrease in Commercial Paper Payable	6(27)	(		405,500	)	(		935,000)
Repayment of Lease Principal	6(27)	(		7,225	)	(		7,782)
Proceeds from Long-term Borrowings	6(27)			1,403,100				35,000	
Repayment of Long-term Borrowings	6(27)	(		2,503,761	)	(		475,113)
Net Cash Used in Financing									
Activities		(		1,243,386	)	(		467,395)
Effect of Exchange Rate Changes on Cash									
and Cash Equivalents		(		206,337	)			104,656	
Net Increase (Decrease) in Cash and Cash									
Equivalents		(		1,191,781	)			40,917	

The accompanying notes to the consolidated financial statements are an integral part of these consolidated financial statements and should be read in conjunction therewith.

Chairman: Tseng-Tung, Chen President: Tseng-Tung, Chen Chief Accounting Officer: Su-Ling, Yu

Holiday Garden Hotel Co., Ltd. and Subsidiaries
Consolidated Statements of Cash Flows
For the Years Ended December 31, 2025 and 2024

Unit: NT\$ Thousands

	<u>Note</u>	<u>2</u>	<u>0</u>	<u>2</u>	<u>5</u>	<u>2</u>	<u>0</u>	<u>2</u>	<u>4</u>
Cash and Cash Equivalents at Beginning of	6(1)								
Year					2,457,532			2,416,615	
Cash and Cash Equivalents at End of Year	6(1)		\$		1,265,751		\$		2,457,532

The accompanying notes to the consolidated financial statements are an integral part of these consolidated financial statements and should be read in conjunction therewith.

Chairman: Tseng-Tung, Chen President: Tseng-Tung, Chen Chief Accounting Officer: Su-Ling, Yu

Holiday Garden Hotel Co., Ltd.
Parent Company Only Balance Sheet
December 31, 2025 and 2024

				Unit: NT\$ thousands						
				(As Restated)						
Assets	Note	2 A	0 m	2 o	5 %	2 A	2 m	0 o	2 u	4 %
Current Assets										
1100	Cash and Cash Equivalents	6(1)	\$	345,484	9	\$	1,152,075			28
1110	Financial Assets at Fair Value	6(2)								
	Through Profit or Loss -									
	Current			110,394	3		107,229			3
1136	Financial Assets Measured at	6(1), 8								
	Amortized Cost - Current			850,736	22		833,647			20
1170	Accounts Receivable, Net	6(3)		1,496	-		1,721			-
1200	Other Receivables			5,848	-		10,402			-
1220	Current Tax Assets			15,081	1		8,843			-
130X	Inventories	6(4)		123	-		175			-
1410	Prepayments			1,503	-		2,940			-
1479	Other Current Assets - Others			45	-		89			-
11XX	Total Current Assets			1,330,710	35		2,117,121			51
Non-current Assets										
1535	Financial Assets Measured at	6(1), 8								
	Amortized Cost - Non-current			30,000	1		30,000			1
1550	Investments Accounted for	6(5)								
	Using the Equity Method			2,339,052	61		1,877,254			45
1600	Property, Plant and Equipment	6(6)		59,634	1		67,310			1
1755	Right-of-use Assets	6(7)		77,539	2		85,432			2
1840	Deferred Tax Assets	6(22)		187	-		79			-
1915	Prepayments for Equipment			-	-		684			-
1920	Refundable Deposits			2,680	-		2,703			-
15XX	Total Non-current Assets			2,509,092	65		2,063,462			49
1XXX	Total Assets		\$	3,839,802	100	\$	4,180,583			100

(Continued)

Holiday Garden Hotel Co., Ltd.
Parent Company Only Balance Sheet
December 31, 2025 and 2024

Liabilities and Equity		Note	2 A	0 m	2 o	5 u	2 n	0 t	%	2 A	0 m	2 o	2 u	4 n	%
Unit: NT\$ thousands (As Restated)															
Current Liabilities															
2100	Short-term Borrowings	6(8), 8	\$			310,000			8	\$			400,000		10
2110	Commercial Paper Payables	6(9), 8				30,000			1				75,500		2
2130	Contract Liabilities -	6(15)													
	Current					2,440			-				3,202		-
2170	Accounts Payable					883			-				4,360		-
2200	Other Payables					13,086			1				23,000		-
2280	Lease Liabilities - Current					7,586			-				7,227		-
2399	Other Current Liabilities -														
	Others					890			-				213		-
21XX	Total Current Liabilities					364,885			10				513,502		12
Non-current Liabilities															
2540	Long-term Borrowings	6(10)				-			-				35,000		1
2570	Deferred Tax Liabilities	6(22)				158,731			4				211,025		5
2580	Lease Liabilities - Non-														
	current					82,048			2				89,718		2
25XX	Total Non-current														
	Liabilities					240,779			6				335,743		8
2XXX	Total Liabilities					605,664			16				849,245		20
Equity															
	Share Capital	6(12)													
3110	Ordinary Share Capital					1,566,133			41				1,566,133		38
	Capital Surplus	6(13)													
3200	Capital Surplus					2,169			-				2,169		-
	Retained Earnings	6(14)													
3310	Legal Reserve					300,851			8				296,800		7
3320	Special Reserve					-			-				4,236		-
3350	Unappropriated Earnings					1,308,751			34				1,362,831		33

The accompanying notes to the parent company only financial statements are an integral part of these parent company only financial statements and should be read in conjunction therewith.

Chairman: Tseng-Tung, Chen

President: Tseng-Tung, Chen

Chief Accounting Officer: Su-Ling, Yu

Holiday Garden Hotel Co., Ltd.
Parent Company Only Balance Sheet
December 31, 2025 and 2024

Unit: NT\$ thousands
(As Restated)

	Other Equity				
3400	Other Equity	56,234	1	99,169	2
3XXX	Total Equity	3,234,138	84	3,331,338	80
3X2X	Total Liabilities and Equity	\$ 3,839,802	100	\$ 4,180,583	100

The accompanying notes to the parent company only financial statements are an integral part of these parent company only financial statements and should be read in conjunction therewith.

Chairman: Tseng-Tung, Chen

President: Tseng-Tung, Chen

Chief Accounting Officer: Su-Ling, Yu

Holiday Garden Hotel Co., Ltd.
Parent Company Only Statement of Comprehensive Income
For the Years Ended December 31, 2025 and 2024

				Unit: NT\$ thousands										
		(Except for Earnings Per Share, expressed in NT\$)												
		(As Restated)												
Item	Note	2 A	0 m	2 o	5 u	2 n	0 t	2 %	0 A	2 m	4 o	2 u	4 n	%
4000	Operating Revenue	6(15)	\$		69,414			100	\$			65,498		100
5000	Operating Costs	6(4)(20)(21)	(		18,332)	(		27)	(			21,488)	(	33)
5900	Gross Profit				51,082			73				44,010		67
	Operating Expenses	6(20)(21)												
6200	General and Administrative Expenses		(		66,956)	(		96)	(			70,695)	(	108)
6450	Expected Credit Impairment Gain (Loss)	12(2)			39			-	(			36)		-
6000	Total Operating Expenses		(		66,917)	(		96)	(			70,731)	(	108)
6900	Operating Profit		(		15,835)	(		23)	(			26,721)	(	41)
	Non-operating Income and Expenses													
7100	Interest Income	6(16)			60,396			87				96,209		147
7010	Other Income	6(17), 7			60,137			87				65,516		100
7020	Other Gains and Losses	6(2)(18)	(		102,800)	(		148)				130,411		199
7050	Finance Costs	6(19)	(		9,463)	(		14)	(			11,282)	(	17)
7070	Share of Profit (Loss) of Subsidiaries, Associates and Joint Ventures Accounted for Using the Equity Method	6(5)	(		88,233)	(		127)	(			233,370)	(	356)
7000	Total Non-operating Income and Expenses		(		79,963)	(		115)				47,484		73
7900	Profit (Loss) Before Income Tax		(		95,798)	(		138)				20,763		32
7950	Income Tax Benefit	6(22)			41,533			60				19,743		30
8200	Net Profit (Loss) for the Year		(\$		54,265)	(		78)	\$			40,506		62
	Other Comprehensive Income Items that may be reclassified subsequently to profit or loss:													
8361	Exchange Differences on Translation of Foreign Operations	6(5)	(\$		53,669)	(		77)	\$			129,257		197
8399	Income Tax Related to Components of Other	6(22)			10,734			15	(			25,852)	(	39)

The accompanying notes to the parent company only financial statements are an integral part of these parent company only financial statements and should be read in conjunction therewith.

Chairman: Tseng-Tung, Chen

President: Tseng-Tung, Chen

Chief Accounting Officer: Su-Ling, Yu

Holiday Garden Hotel Co., Ltd.
Parent Company Only Statement of Comprehensive Income
For the Years Ended December 31, 2025 and 2024

Unit: NT\$ thousands
(Except for Earnings Per Share, expressed in NT\$)
(As Restated)

	Comprehensive Income			
8300	Other Comprehensive Income,			
	Net of Tax	(\$ 42,935)(62)	\$ 103,405	158
8500	Total Comprehensive Income			
	for the Year	(\$ 97,200)(140)	\$ 143,911	220
	Earnings Per Share 6(23)			
9750	Basic Earnings Per Share	(\$ 0.35)	\$	0.26
9850	Diluted Earnings Per Share	(\$ 0.35)	\$	0.26

The accompanying notes to the parent company only financial statements are an integral part of these parent company only financial statements and should be read in conjunction therewith.

Chairman: Tseng-Tung, Chen

President: Tseng-Tung, Chen

Chief Accounting Officer: Su-Ling, Yu

Holiday Garden Hotel Co., Ltd.
Parent Company Only Statement of Changes in Equity
For the Years Ended December 31, 2025 and 2024

Unit: NT\$ thousands

	R e t a i n e d E a r n i n g s					E x c h a n g e D i f f e r e n c e s o n T r a n s l a t i o n o f		F o r e i g n	T o t a l		
N o t e	S h a r e	C a p i t a l	S h a r e	P r e m i u m	L e g a l	R e s e r v e	S p e c i a l	U n a p p r o p r i a t e	E a r n i n g s	O p e r a t i o n s	O p e r a t i o n s
	S u r p l u s	-	S u r p l u s	-	S u r p l u s	-	S u r p l u s	-	S u r p l u s	-	S u r p l u s
<u>2024</u>											
Balance as of January 1, 2024	\$ 1,566,133		\$ 2,169		\$ 294,226		\$ 5,330		\$1,323,805	(\$ 4,236)	\$ 3,187,427
Net Profit for the Year	-		-		-		-		40,506	-	40,506
Other Comprehensive Income	-		-		-		-		-	103,405	103,405
Total Comprehensive Income	-		-		-		-		40,506	103,405	143,911
Appropriation and Distribution of Earnings for the Year Ended 2023 :											
Legal Reserve	-		-		2,574		-		(2,574)	-	-
Special Reserve	-		-		-		(1,094)		1,094	-	-
Balance as of December 31, 2024	\$ 1,566,133		\$ 2,169		\$ 296,800		\$ 4,236		\$1,362,831	\$ 99,169	\$ 3,331,338
<u>2025</u>											
Balance as of January 1, 2025	\$ 1,566,133		\$ 2,169		\$ 296,800		\$ 4,236		\$1,362,831	\$ 99,169	\$ 3,331,338
Net Loss for the Year	-		-		-		-		(54,265)	-	(54,265)
Other Comprehensive Income	-		-		-		-		-	(42,935)	(42,935)
Total Comprehensive Income	-		-		-		-		(54,265)	(42,935)	(97,200)
Appropriation and Distribution of Earnings for the Year Ended 2024 :											

The accompanying notes to the parent company only financial statements are an integral part of these parent company only financial statements and should be read in conjunction therewith.

Chairman: Tseng-Tung, Chen

President: Tseng-Tung, Chen

Chief Accounting Officer: Su-Ling, Yu

Holiday Garden Hotel Co., Ltd.
Parent Company Only Statement of Changes in Equity
For the Years Ended December 31, 2025 and 2024

Unit: NT\$ thousands

	R e t a i n e d E a r n i n g s				E x c h a n g e D i f f e r e n c e s o n T r a n s l a t i o n o f		F o r e i g n O p e r a t i o n s		T o t a l
N o t e	S h a r e	C a p i t a l S u r p l u s	S h a r e P r e m i u m	L e g a l R e s e r v e	S p e c i a l R e s e r v e	U n a p p r o p r i a t e E a r n i n g s	O p e r a t i o n s	T o t a l	
Legal Reserve	-	-	-	4,051	-	(4,051)	-	-	
Special Reserve	-	-	-	-	(4,236)	4,236	-	-	
Balance as of December 31, 2025	\$ 1,566,133	\$ 2,169	\$ 300,851	\$ -	\$ 1,308,751	\$ 56,234	\$ 3,234,138	\$ 3,234,138	

The accompanying notes to the parent company only financial statements are an integral part of these parent company only financial statements and should be read in conjunction therewith.

Chairman: Tseng-Tung, Chen

President: Tseng-Tung, Chen

Chief Accounting Officer: Su-Ling, Yu

Holiday Garden Hotel Co., Ltd.
Parent Company Only Statement of Cash Flows
For the Years Ended December 31, 2025 and 2024

Unit: NT\$ thousands
(As Restated)

	Note	2	0	2	5	2	0	2	4
<u>Cash Flows from Operating Activities</u>									
Profit (Loss) Before Income Tax		(\$		95,798)		\$		20,763	
Adjustments									
Income and Expense Items									
Net Gain on Financial Assets at Fair Value Through Profit or Loss	6(2)(18)	(		3,165 )	(			11,463)	
Expected Credit Impairment (Gain) Loss	12(2)	(		39)				36	
Depreciation Expense	6(6)(7)(20)			17,371				14,825	
Gain on Lease Modification	6(7)(18)	(		3 )	(			8)	
Interest Expense	6(19)			9,463				11,282	
Interest Income	6(16)	(		60,396 )	(			96,209)	
Share of Profit (Loss) of Subsidiaries, Associates and Joint Ventures Accounted for Using the Equity Method	6(5)				88,233			233,370	
Loss on Disposal of Property, Plant and Equipment	6(18)			-				69	
Reclassification of Prepayments for Equipment to Expenses	6(24)			113				-	
Changes in Operating Assets and Liabilities									
Net Changes in Operating Assets									
Accounts Receivable				264				1,168	
Other Receivables		(		3,049)				10	
Inventories				52				1,056	
Prepayments				1,437	(			509)	
Other Current Assets - Others				44				143	
Net Changes in Operating Liabilities									
Contract Liabilities - Current		(		762 )	(			41)	
Accounts Payable		(		3,477)				1,559	
Other Payables				6,163	(			4,028)	
Other Current Liabilities - Others				677	(			183)	
Net Cash (Used in) Generated from Operations		(		42,872)				171,840	
Interest Received				64,418				99,705	
Interest Paid		(		9,710 )	(			10,929)	
Income Taxes Paid		(		6,402 )	(			16,078)	
Net Cash Provided by Operating Activities				5,434				244,538	
<u>Cash Flows from Investing Activities</u>									
Increase (Decrease) in Financial Assets at Amortized Cost - Current		(		17,089)				197,478	
Increase in Financial Assets at Amortized Cost - Non-current				-	(			30,000)	
Acquisition of Investments Accounted for Using Equity Method	6(5)	(		603,700)				-	
Acquisition of Property, Plant and Equipment	6(24)	(		13,534 )	(			26,298)	
Proceeds from Disposal of Property, Plant and Equipment				-				816	

The accompanying notes to the parent company only financial statements are an integral part of these parent company only financial statements and should be read in conjunction therewith.

Chairman: Tseng-Tung, Chen

President: Tseng-Tung, Chen

Chief Accounting Officer: Su-Ling, Yu

Holiday Garden Hotel Co., Ltd.
Parent Company Only Statement of Cash Flows
For the Years Ended December 31, 2025 and 2024

Unit: NT\$ thousands
(As Restated)

	Note	2	0	2	5	2	0	2	4
Increase in Prepayments for Equipment					-	(			126)
Decrease in Refundable Deposits					23				777
Net Cash (Used in) Provided by Investing Activities		(		634,300)					142,647
<u>Cash Flows from Financing Activities</u>									
Increase in Short-term Borrowings	6(25)			740,000					350,000
Decrease in Short-term Borrowings	6(25)	(		830,000 )	(				350,000)
Increase in Commercial Paper Payable	6(25)			360,000					915,500
Decrease in Commercial Paper Payable	6(25)	(		405,500 )	(				935,000)
Repayment of Lease Principal	6(25)	(		7,225 )	(				7,782)
Proceeds from Long-term Borrowings	6(25)			-					35,000
Repayment of Long-term Borrowings	6(25)	(		35,000)					-
Net Cash (Used in) Provided by Financing Activities		(		177,725)					7,718
Net Increase (Decrease) in Cash and Cash Equivalents		(		806,591)					394,903
Cash and Cash Equivalents at Beginning of Year	6(1)				1,152,075				757,172
Cash and Cash Equivalents at End of Year	6(1)	\$		345,484	\$				1,152,075

The accompanying notes to the parent company only financial statements are an integral part of these parent company only financial statements and should be read in conjunction therewith.

Chairman: Tseng-Tung, Chen

President: Tseng-Tung, Chen

Chief Accounting Officer: Su-Ling, Yu

Holiday Garden Hotel Co., Ltd.
For the Year Ended December 31, 2025
Earnings Distribution Table

Unit: NT\$

Item	Amount	
	Subtotal	Subtotal
Beginning Unappropriated Earnings		1,363,016,945
Less: Net loss after tax for 2025		(54,264,457)
		<hr/>
Ending Unappropriated Earnings		<u>\$1,308,752,488</u>

Note:

Chairman: Tseng-Tung, Chen President: Tseng-Tung, Chen Chief Accounting Officer: Su-Ling, Yu

Holiday Garden Hotel Co., Ltd.

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:

ZZ99999 Except for the permitted business, you may conduct business that is not prohibited or restricted by law.

C104020 Baking and steaming food manufacturing.

C199990 Other food manufacturing, not elsewhere classified

F203010 Retailing of food and beverages

F218010 Retailing of information software

F399040 Non-storefront retailing

F401010 International trade

F501030 Beverage stores

F501060 Restaurants

F501990 Other food and beverage

G202010 Car park operations

H201010 General investment

H701010 Residential and building development, rental and sales

H701050 Investment and construction of public buildings

H703090 Real Estate Trading

H703100 Real Estate Leasing

I101090 Food Consulting

I199990 Other Consulting Services

I103060 Management Consulting

I301030 Electronic information supply service industry
IZ12010 Manpower Dispatching
J701040 Leisure and Entertainment Venues
J701070 Information and leisure industry
J702040 Restaurant business
J799990 Other leisure services
J901020 General hotel industry
JB01010 Convention and Exhibition Service
JE01010 Rental industry
Z9912012 General bathroom industry
JZ99990 Other service industry, not elsewhere classified
F203020 Tobacco and alcoholic beverages retail
F501050 Hotels and restaurants

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\$2,500,000,000 divided into 250,000,000 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

The Company's shareholders' meetings may be held by video conference or other means as announced by the central authority.

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 nine 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 or 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 first set aside 10% of the legal reserve, if any, after appropriating or reversing the special reserve, and then consolidate the undistributed earnings at the beginning of the period into the cumulative distributable earnings of the shareholders, and the Board of Directors shall prepare a proposal for distribution of the 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' meeting for resolution.

The Board of Directors shall prepare a proposal for the distribution of earnings and submit it to the shareholders for resolution. 10% or more of the aforementioned distributable earnings shall be set aside for dividends and stockholders' bonuses, of which not less than 10% shall be cash dividends to shareholders.

If two-thirds or more of the board of directors of the Company and a majority of the directors present resolve to distribute all or part of the dividends and bonuses, capital surplus or legal reserve in the form of cash and report to the shareholders' meeting, the second requirement of a resolution of the shareholders' meeting does not apply.

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 , of which not less than 50% shall be allocated as remuneration to grassroots employees. 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, 43rd amendment on June 17, 2020, 44th amendment became effective on November 1, 2021, 45th amendment became effective on June 15, 2022, 46th amendment became effective on May 30, 2023, the 47th amendment became effective on May 20, 2025, after it was approved by the shareholders' meeting.

Holiday Garden Hotel Co., Ltd.

Rules of Procedure for Shareholder Meetings

2024.03.13

Article 1

To establish a strong governance system and sound supervisory capabilities for The Company's shareholders meetings, and to strengthen management capabilities, these Rules are adopted pursuant to Article 5 of the Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies.

Article 2

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

Article 3

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

When a company holds a shareholders' meeting via video conference, unless otherwise stipulated by the guidelines for stock affairs of publicly traded companies, it should be specified in the articles of incorporation and approved by a board resolution. Moreover, the video conference shareholders' meeting should be conducted based on a resolution agreed upon by more than two-thirds of the attending directors and a majority of those present.

Changes to how The Company convenes its shareholders meeting shall be resolved by the board of directors, and shall be made no later than mailing of the shareholders meeting notice.

The Company shall prepare electronic versions of the shareholders meeting notice and proxy forms, and the origins of and explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors or supervisors, and upload them to the Market Observation Post System (MOPS) before 30 days before the date of a regular shareholders meeting or before 15 days before the date of a special shareholders meeting. The Company shall prepare electronic versions of the shareholders meeting agenda and supplemental meeting materials and upload them to the MOPS before 21 days before the date of the regular shareholders meeting or before 15 days before the date of the special shareholders meeting. If, however, The Company has the paid-in capital of NT\$10 billion or more as of the last day of the most current fiscal year, or total shareholding of foreign shareholders and PRC shareholders reaches 30% or more as recorded in the register of shareholders of the shareholders meeting held in the immediately preceding year, transmission of these electronic files shall be made by 30 days before the regular shareholders meeting. In addition, before 15 days before the date of the shareholders meeting, The Company shall also have prepared the shareholders meeting agenda and supplemental meeting materials and made them available for review by shareholders at any time. The meeting agenda and supplemental materials shall also be displayed at The Company and the professional shareholder services agent designated thereby.

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

1. For physical shareholders meetings, to be distributed on-site at the meeting.
2. For hybrid shareholders meetings, to be distributed on-site at the meeting and shared on the virtual meeting platform.

3. For virtual-only shareholders meetings, electronic files shall be shared on the virtual meeting platform.

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

Election or dismissal of directors or supervisors, amendments to the articles of incorporation, reduction of capital, application for the approval of ceasing its status as a public company, approval of competing with the company by directors, surplus profit distributed in the form of new shares, reserve distributed in the form of new shares, the dissolution, merger, or demerger of the corporation, or any matter under Article 185, paragraph 1 of the Company Act, Articles 26-1 and 43-6 of the Securities Exchange Act, Articles 56-1 and 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be set out and the essential contents explained in the notice of the reasons for convening the shareholders meeting. None of the above matters may be raised by an extraordinary motion.

Where re-election of all directors and supervisors as well as their inauguration date is stated in the notice of the reasons for convening the shareholders meeting, after the completion of the re-election in said meeting such inauguration date may not be altered by any extraordinary motion or otherwise in the same meeting. A shareholder holding one percent or more of the total number of issued shares may submit to The Company a proposal for discussion at a regular shareholders meeting. The number of items so proposed is limited to one only, and no proposal containing more than one item will be included in the meeting agenda. When the circumstances of any subparagraph of Article 172-1, paragraph 4 of the Company Act apply to a proposal put forward by a shareholder, the board of directors may exclude it from the agenda. A shareholder may propose a recommendation for urging the corporation to promote public interests or fulfill its social responsibilities, provided procedurally the number of items so proposed is limited only to one in accordance with Article 172-1 of the Company Act, and no proposal containing more than one item will be included in the meeting agenda.

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

Shareholder-submitted proposals are limited to 300 words, and no proposal containing more than 300 words will be included in the meeting agenda. The shareholder making the proposal shall be present in person or by proxy at the regular shareholders meeting and take part in discussion of the proposal.

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

Article 4

For each shareholders meeting, a shareholder may appoint a proxy to attend the meeting by providing the proxy form issued by The Company and stating the scope of the proxy's authorization. A shareholder may issue only one proxy form and appoint only one proxy for any given shareholders meeting, and shall deliver the proxy form to The Company before five days before the

date of the shareholders meeting. When duplicate proxy forms are delivered, the one received earliest shall prevail unless a declaration is made to cancel the previous proxy appointment.

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

If, after a proxy form is delivered to The Company, a shareholder wishes to attend the shareholders meeting online, a written notice of proxy cancellation shall be submitted to The Company two business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.

Article 5

The venue for a shareholders meeting shall be the premises of The Company, or a place easily accessible to shareholders and suitable for a shareholders meeting. The meeting may begin no earlier than 9 a.m. and no later than 3 p.m. Full consideration shall be given to the opinions of the independent directors with respect to the place and time of the meeting.

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

Article 6

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

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

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

The Company shall furnish the attending shareholders with an attendance book to sign, or attending shareholders may hand in a sign-in card in lieu of signing in.

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

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

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

In the event of a virtual shareholders meeting, The Company shall upload the meeting agenda book, annual report and other meeting materials to the virtual meeting platform at least 30

minutes before the meeting starts, and keep this information disclosed until the end of the meeting.

Article 6-1

To convene a virtual shareholders meeting, The Company shall include the following particulars in the shareholders meeting notice:

1. How shareholders attend the virtual meeting and exercise their rights.
2. Actions to be taken if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events, at least covering the following particulars:
 - a. To what time the meeting is postponed or from what time the meeting will resume if the above obstruction continues and cannot be removed, and the date to which the meeting is postponed or on which the meeting will resume.
 - b. Shareholders not having registered to attend the affected virtual shareholders meeting shall not attend the postponed or resumed session.
 - c. In case of a hybrid shareholders meeting, when the virtual meeting cannot be continued, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders meeting online, meets the minimum legal requirement for a shareholder meeting, then the shareholders meeting shall continue. The shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, and the shareholders attending the virtual meeting online shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders meeting.
 - d. Actions to be taken if the outcome of all proposals have been announced and extraordinary motion has not been carried out.
3. To convene a virtual-only shareholders meeting, appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders meeting online shall be specified. Except for the circumstances stipulated in Article 44-9, Paragraph 6 of the guidelines for stock affairs of publicly traded companies, it should at least provide shareholders with connection equipment and necessary assistance. Additionally, it should specify the period during which shareholders may apply to the company for such assistance, along with other relevant matters that require attention.

Article 7

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

When a managing director or a director serves as chair, as referred to in the preceding paragraph, the managing director or director shall be one who has held that position for six months or more and who understands the financial and business conditions of the company. The same shall be true for a representative of a juristic person director that serves as chair.

It is advisable that shareholders meetings convened by the board of directors be chaired by the chairperson of the board in person and attended by a majority of the directors, at least one supervisor in person, and at least one member of each functional committee on behalf of the committee. The attendance shall be recorded in the meeting minutes.

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

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

Article 8

The Company, beginning from the time it accepts shareholder attendance registrations, shall make an uninterrupted audio and video recording of the registration procedure, the proceedings of the shareholders meeting, and the voting and vote counting procedures.

The recorded materials of the preceding paragraph shall be retained for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.

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

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

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

Article 9

Attendance at shareholders meetings shall be calculated based on numbers of shares. The number of shares in attendance shall be calculated according to the shares indicated by the attendance book and sign-in cards handed in, and the shares checked in on the virtual meeting platform, plus the number of shares whose voting rights are exercised by correspondence or electronically.

The chair shall call the meeting to order at the appointed meeting time and disclose information concerning the number of nonvoting shares and number of shares represented by shareholders attending the meeting.

However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than one hour, may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the chair shall declare the meeting adjourned. In the event of a virtual shareholders meeting, The Company shall also declare the meeting adjourned at the virtual meeting platform.

If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, paragraph 1 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders meeting shall

be convened within one month. In the event of a virtual shareholders meeting, shareholders intending to attend the meeting online shall re-register to The Company in accordance with Article 6.

When, prior to conclusion of the meeting, the attending shareholders represent a majority of the total number of issued shares, the chair may resubmit the tentative resolution for a vote by the shareholders meeting pursuant to Article 174 of the Company Act.

Article 10

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

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

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

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

Article 11

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

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

Except with the consent of the chair, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed 5 minutes. If the shareholder's speech violates the rules or exceeds the scope of the agenda item, the chair may terminate the speech.

When an attending shareholder is speaking, other shareholders may not speak or interrupt unless they have sought and obtained the consent of the chair and the shareholder that has the floor; the chair shall stop any violation.

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

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

Where a virtual shareholders meeting is convened, shareholders attending the virtual meeting online may raise questions in writing at the virtual meeting platform from the chair declaring the meeting open until the chair declaring the meeting adjourned. No more than two questions for the

same proposal may be raised. Each question shall contain no more than 200 words. The regulations in paragraphs 1 to 5 do not apply.

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

Article 12

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

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

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

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

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

Article 13

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

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

A shareholder intending to exercise voting rights by correspondence or electronic means under the preceding paragraph shall deliver a written declaration of intent to The Company before two days before the date of the shareholders meeting. When duplicate declarations of intent are delivered, the one received earliest shall prevail, except when a declaration is made to cancel the earlier declaration of intent.

After a shareholder has exercised voting rights by correspondence or electronic means, in the event the shareholder intends to attend the shareholders meeting in person or online, a written declaration of intent to retract the voting rights already exercised under the preceding paragraph shall be made known to The Company, by the same means by which the voting rights were exercised, before two business days before the date of the shareholders meeting. If the notice of retraction is submitted after that time, the voting rights already exercised by correspondence or electronic means shall prevail. When a shareholder has exercised voting rights both by correspondence or electronic means and by appointing a proxy to attend a shareholders meeting, the voting rights exercised by the proxy in the meeting shall prevail.

Except as otherwise provided in the Company Act and in The Company's articles of incorporation, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders. At the time of a vote, for each proposal, the chair or a person designated by the chair shall first announce the total number of voting rights represented by the attending shareholders, followed by a poll of the shareholders. After the conclusion of the meeting, on the same day it is held, the results for each proposal, based on the numbers of votes for and against and the number of abstentions, shall be entered into the MOPS.

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

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

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

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

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

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

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

Article 14

The election of directors or supervisors at a shareholders meeting shall be held in accordance with the applicable election and appointment rules adopted by The Company, and the voting results shall be announced on-site immediately, including the names of those elected as directors and supervisors and the numbers of votes with which they were elected, and the names of directors and supervisors not elected and number of votes they received.

The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the ballots shall be retained until the conclusion of the litigation.

Article 15

Matters relating to the resolutions of a shareholders meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chair of the meeting and a copy distributed to each shareholder within 20 days after the conclusion of the meeting. The meeting minutes may be produced and distributed in electronic form.

The Company may distribute the meeting minutes of the preceding paragraph by means of a public announcement made through the MOPS.

The meeting minutes shall accurately record the year, month, day, and place of the meeting, the chair's full name, the methods by which resolutions were adopted, and a summary of the deliberations and their voting results (including the number of voting rights), and disclose the number of voting rights won by each candidate in the event of an election of directors or supervisors. The minutes shall be retained for the duration of the existence of The Company.

Where a virtual shareholders meeting is convened, in addition to the particulars to be included in the meeting minutes as described in the preceding paragraph, the start time and end time of the shareholders meeting, how the meeting is convened, the chair's and secretary's name, and actions to be taken in the event of disruption to the virtual meeting platform or participation in the meeting online due to natural disasters, accidents or other force majeure events, and how issues are dealt with shall also be included in the minutes.

When convening a virtual-only shareholder meeting, other than compliance with the requirements in the preceding paragraph, The Company shall specify in the meeting minutes alternative measures available to shareholders with difficulties in attending a virtual-only shareholders meeting online.

Article 16

On the day of a shareholders meeting, The Company shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation, the number of shares represented by proxies and the number of shares represented by shareholders attending the meeting by correspondence or electronic means, and shall make an express disclosure of the same at the place of the shareholders meeting. In the event a virtual shareholders meeting, The Company shall upload the above meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.

During The Company's virtual shareholders meeting, when the meeting is called to order, the total number of shares represented at the meeting shall be disclosed on the virtual meeting platform. The same shall apply whenever the total number of shares represented at the meeting and a new tally of votes is released during the meeting.

If matters put to a resolution at a shareholders meeting constitute material information under applicable laws or regulations or under Taiwan Stock Exchange Corporation (or Taipei Exchange Market) regulations, The Company shall upload the content of such resolution to the MOPS within the prescribed time period.

Article 17

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

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

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

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

Article 18

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

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

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

Article 19

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

Article 20

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

Article 21

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

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

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

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

meeting, shall be counted towards the total number of shares, number of voting rights and number of election rights represented at the postponed or resumed session.

During a postponed or resumed session of a shareholders meeting held under the second paragraph, no further discussion or resolution is required for proposals for which votes have been cast and counted and results have been announced, or list of elected directors and supervisors. When The Company convenes a hybrid shareholders meeting, and the virtual meeting cannot continue as described in second paragraph, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders meeting online, still meets the minimum legal requirement for a shareholder meeting, then the shareholders meeting shall continue, and not postponement or resumption thereof under the second paragraph is required.

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

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

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

Article 22

When convening a virtual-only shareholders meeting, The Company shall provide appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders meeting online. Except in cases stipulated by Article 44-9, Paragraph 6 of the guidelines for stock affairs of publicly traded companies, there should be a provision to at least offer shareholders necessary connection equipment and assistance. Additionally, it should be specified the period during which shareholders can apply to the company for such assistance, along with other related matters that need attention.

Article 23

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

Holiday Garden Hotel Co., Ltd.
Shareholding of Directors

2026.03.22

Title	Name	Date of Election	Term	Date of First Election	Shareholdings at the Time of Election		Shareholdings as Recorded in the Shareholders' Register on the Book Closure Date		Remarks
					Number of Shares	Shareholding Percentage	Number of Shares	Shareholding Percentage	
Chairman	Tseng-Tung, Chen (Representative of YENJUAN INTERNATIONAL CO., LTD.)	2025.05.22	3 years	1965	30,373,305	19.39%	30,373,305	19.39%	-
Director	Hai-Ni, Chen (Representative of YENJUAN INTERNATIONAL CO., LTD.)	2025.05.22	3 years	1965	30,373,305	19.39%	30,373,305	19.39%	-
Director	Shu-Hui, Lin (Representative of YENJUAN INTERNATIONAL CO., LTD.)	2025.05.22	3 years	1965	30,373,305	19.39%	30,373,305	19.39%	-
Independent Director	Kuo-Yin, Lu	2025.05.22	3 years	2019	22,603	0.01%	22,603	0.01%	-
Independent Director	Ching-Lin, Lee	2025.05.22	3 years	2019	0	0%	0	0%	-
Independent Director	Tien-Tsai, Chien	2025.05.22	3 years	2023	0	0%	0	0%	-
Independent Director	Chia-Hung, Wu	2025.05.22	3 years	2025	0	0%	0	0%	-

1. The Company's paid-in capital amounts to NT\$1,566,132,490, with a total of 156,613,249 issued shares.
2. Pursuant to Article 26 of the Securities and Exchange Act, the minimum number of shares required to be held by all directors is 9,396,794 shares, and this requirement has been met.