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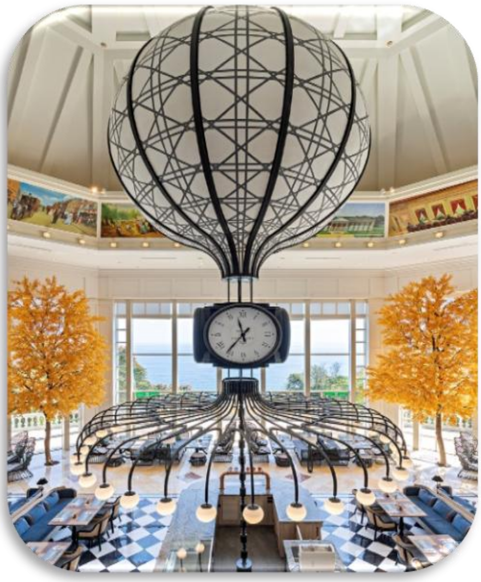
遠雄悅來大飯店股份有限公司

Farglory Hotel Co., Ltd

We serves with heart to create



2026 年 Annual General Shareholders' Meeting Agenda

Date and time: 9:00 a.m. on May 20, 2026 (Wednesday)
Location: No. 18, Shanling, Yanliao Village, Shoufeng Township, Hualien County (Conference room at Farglory Hotel, Hualien)

Table of Contents

Page

Farglory Hotel Co., Ltd.

2026 Annual General Shareholders' Meeting Agenda

Time: 9:00 a.m., Wednesday, May 20, 2026

Location: No. 18, Shanling, Yanliao Village, Shoufeng Township, Hualien County (Conference room at Farglory Hotel, Hualien)

Convention form: Convened in physical form.

I. Call the Meeting to Order

II. Chairman's Opening Speech

III. Reports

Item 1: Business Report of the Company for 2025.
Item 2: Audit Committee's Review Report on the Company's 2025 Financial Statements.
Item 3: Report on the 2025 Board Performance Evaluation Results and Directors' Remuneration.
Item 4: Report on Amendments to Certain Provisions of the Company's "Sustainable Development Best Practice Principles."

IV. Ratification Matters

Item 1: Ratification of the 2025 Business Report and Financial Statements.
Item 2: Ratification of the 2025 Deficit Compensation Plan.

V. Discussion Matters

Subject: Proposal for Amendments to Certain Provisions of the Company's "Procedures for Acquisition or Disposal of Assets."

VI. Election Matters

Subject: Proposal for the Re-election of Directors.

VII. Other Matters

Subject: Proposal for Lifting the Non-Competition Restrictions on Newly Elected Directors and Their Representatives.

VIII. Extemporary Motions

IX. Adjournment

Reports

Item 1

Subject:	The Company’s 2025 Business Report is hereby submitted for review.
Description:	For the Company’s 2025 Business Report, please refer to [Attachment 1]. (Pages 7–10)

Item 2

Subject:	The Audit Committee’s Review Report on the Company’s 2025 Financial Statements is hereby submitted for review.
Description:	For the Company’s 2025 Audit Committee’s Review Report, please refer to [Attachment 2]. (Page 11)

Item 3

Subject:	The report on the Company’s 2025 Board Performance Evaluation Results and Directors’ Remuneration is hereby submitted for review.
Description:	For the Company’s report on Board Performance Evaluation Results and Directors’ Remuneration, please refer to [Attachment 3]. (Pages 12–13)

Item 4

Subject:	The amendments to certain provisions of the Company’s “Sustainable Development Best Practice Principles” are hereby submitted for review.
Description:	For the comparison table of the amended provisions, please refer to [Attachment 4]. (Page 14)

Ratification Matters

Item 1 **[Proposed by the Board of Directors]**

Subject: Proposal for the ratification of the Company's 2025 Business Report and Financial Statements.

Description:

(1) The Company's 2025 Financial Statements have been audited and certified by CPAs Lin, Chia-Hung and Chen, Chi-Tung of PwC Taiwan. Together with the Business Report, they were reviewed by the Audit Committee on March 4, 2026, and approved by resolution of the Board of Directors.

(2) For the aforementioned Business Report and Financial Statements, please refer to [Attachment 1] and [Attachment 5]. (Pages 7–10 and Pages 15–23)

(3) Please ratify the proposal.

Resolution:

Item 2 **[Proposed by the Board of Directors]**

Subject: Proposal for the ratification of the Company's 2025 deficit compensation plan.

Description

(1) The Company's 2025 Financial Statements have been duly prepared in accordance with applicable laws and regulations. Accordingly, a 2025 Deficit Compensation Statement has been prepared. Please refer to [Attachment 6]. (Page 24)

(2) Please ratify the proposal.

Resolution:

Discussion Matters

[Proposed by the Board of Directors]

Subject: Proposal for amendments to certain provisions of the Company's "Procedures for Acquisition or Disposal of Assets."

Description:

(1) Pursuant to Jin-Guan-Zheng-Fa-Zi No. 1140383333, certain provisions of the Company's "Procedures for Acquisition or Disposal of Assets" are proposed to be amended.

(2) For the comparison table of the amended provisions, please refer to [Attachment 7].

(Pages 25 to 28)

(3) Please proceed to vote on a resolution.

Resolution:

Election Matters

[Proposed by the Board of Directors]

Subject: Proposal for the re-election of the Company’s directors.

Description:

(1) The term of office of the current directors will expire on May 23, 2026. Accordingly, the re-election of directors is proposed at this Annual General Shareholders’ Meeting.

(2) In accordance with the Company’s Articles of Incorporation, seven directors (including three independent directors) are to be elected. Upon election, the directors shall assume office immediately for a term of three years, from May 20, 2026 to May 19, 2029.

(3) Directors shall be elected under a candidate nomination system by shareholders from a list of director and independent director candidates. The lists of director and independent director candidates have been reviewed and approved by the Company’s Board of Directors on April 8, 2026.

(4) For the lists of director (including independent director) candidates, please refer to [Attachment 8].

(Pages 29–30)

Election Results:

Other Matters

[Proposed by the Board of Directors]

Subject: Proposal for the release of the non-competition restrictions on the Company’s newly elected directors and their representatives.

Description:

(1) Pursuant to Article 209 of the Company Act, a director shall explain the important aspects of any activities fall within the scope of the Company's business at a shareholders’ meeting and obtain permission from the shareholders.

(2) A director of the Company may make investment in or operate any company whose scope of business is the same as that of the Company and serve as a director of that company. In order to attract more professionals to serve as the directors of the Company, it is proposed that, without prejudice to the interests of the Company, the shareholders’ meeting approve to exempt the newly elected directors and their representatives from the non-compete restrictions on directors under Article 209 of the Company Act to promote business.

(3) As the election of the Company’s directors and independent directors adopts a candidate nomination system, and to facilitate shareholders in exercising their voting rights electronically, the details of the proposed release of non-competition restrictions for director and independent director candidates are set forth in [Attachment 9] (pages 31–32) and included in this meeting handbook. After the election of directors and independent directors at the Annual General Shareholders’ Meeting, a “List of Newly Elected Directors (including Independent Directors) Approved for Release from Non-Competition Restrictions at the 2026 Annual General Shareholders’ Meeting” will be presented at the meeting venue.

Extemporary Motions

Adjournment

[Attachment 1]

Business Report

Dear Shareholders,

First, we would like to express our sincere gratitude to all distinguished guests who have visited the Company, as well as to our shareholders. Thank you for your continued support and trust. Following the significant contraction in tourism output caused by the April 3, 2024 earthquake, tourism revenue in Hualien County alone declined by nearly NT$5.3 billion in the month of April when the earthquake occurred. In 2025, tourism numbers across Taiwan gradually rebounded; however, the Hualien–Taitung region remains in a challenging transitional period of “brand repositioning.” According to statistics from the Tourism Administration, the cumulative number of inbound visitors to Taiwan in 2025 reached 8.57 million, the highest level in the past four years. Growth momentum has continued to be driven primarily by Taipei (business and shopping) and southern Taiwan (cultural tourism). The number of outbound trips by Taiwanese residents reached 18.94 million, the highest level in the past decade.

In the year following the earthquake, transportation has further been affected by various situations, including the restoration impacts in Guangfu and the formation of a barrier lake in Taroko, creating the greatest uncertainty in the recovery of Hualien’s overall tourism industry. In 2025, tourism revitalization initiatives, including travel stimulus programs and additional “Hualien-exclusive” incentives, were introduced to stimulate the domestic tourism market. Amid these challenges, the Company not only successfully stabilized its operations but also took this opportunity to reflect on the sustainable development of tourism and its coexistence with the natural environment. In 2025, the Company’s net operating revenue increased by 47.9% compared to 2024, while the net loss before tax amounted to NT$40,492 thousand. Overall operating performance improved compared to the previous year. In this regard, the Company hereby presents a report on its 2025 operating results, as well as its 2026 business plan and outlook, as follows:

1. 2025 Operating Results

(1) Implementation Results of the 2025 Business Plan:

Unit: NT$ thousand

Item \ Year	2025	2024	Difference	
			Amount	%
Net operating revenue	524,994	354,975	170,019	47.90%
Operating costs	424,406	379,382	45,024	11.87%
Operating gross profit	100,588	(24,407)	124,995	512.13%
Operating expenses	138,256	126,808	11,448	9.03%
Operating (loss) income	(37,668)	(151,215)	113,547	75.09%
Non-operating net income (expenses)	(2,824)	2,150	(4,974)	-231.35%
Net income (loss) before tax	(40,492)	(149,065)	108,573	72.84%
Income tax benefit (expense)	121	(92)	213	231.52%
Net income (loss) for the period	(40,371)	(149,157)	108,786	72.93%
Total comprehensive income for the period	(39,659)	(147,832)	108,173	73.17%

(2) Budget Implementation Status for 2025:

The Company did not publish financial forecasts for 2025 in accordance with the "Regulations Governing the Publication of Financial Forecasts of Public Companies"; therefore, this section is not applicable.

(3) Revenue, Expense, and Profitability Analysis:

Item		2025	2024
Financial structure (%)	Debt to assets ratio	38.70	41.07
	Long-term capital to property real estate, plants, and equipment ratio	87.84	89.88
Solvency (%)	Current ratio	29.41	41.50
	Quick ratio	23.77	36.24
Profitability (%)	Return on assets	-2.31	-7.86
	Return on shareholders' equity	-3.85	-12.84
	Net income before tax to paid-in capital ratio	-3.85	-14.20
	Net profit margin	-7.68	-42.02
	Earnings per share (NT$)	-0.38	-1.42

(4) Research and Development Status:

The Company's principal business activities consist of the operation of tourist hotels, restaurant services, merchandise sales, and fitness center operations; therefore, this section is not applicable.

2. Impact of the external competitive environment, regulatory environment, and overall business environment

Deepening cultural integration to create differentiated tourism value: In response to the recovery of the international tourism market and the competitive pressure arising from the surge in outbound travel by domestic residents, the Company is committed to integrating local cultural insights with distinctive regional resources. Through innovative revitalization strategies, the Company not only provides services but also creates unique experiential value. At the same time, the Company actively initiates and deepens cross-industry alliances. Through strategic resource integration, it enhances the visibility and innovation capacity of local industries, thereby enriching the depth of tourism and achieving long-term operational objectives that integrate lifestyle, culture, and local development.

Aligning with international sustainability standards and advancing green operations: In response to global climate trends and evolving regulatory requirements, the Company regards sustainable development as a core strategy and actively promotes low-carbon and green tourism. With the goal of aligning with the standards of the Global Sustainable Tourism Council (GSTC), the Company seeks to transform environmental protection into a competitive advantage, uncover the deeper beauty of Taiwan, and build a tourism service network characterized by environmental resilience and cultural richness.

Balancing environmental and governance priorities to realize stakeholder value: The Company is committed to closely integrating sustainable development with its business strategy and fulfilling its responsibilities under ESG (Environmental, Social, and Governance) principles to establish brand loyalty. Its management approach has evolved from its singular focus on profitability to the balanced pursuit of environmental, social, and governance objectives. By effectively addressing stakeholder concerns and upholding principles of transparency and integrity in governance, the Company ensures steady growth in a dynamic environment while contributing to shared societal prosperity.

3. Future Development Strategies and 2026 Business Plan Overview

(1) Enhancing Revenue and Profitability through Customer Segment Optimization

A. Expanding overall revenue through optimized target segments and channel strategies
By refining target customer segments and channel deployment, the Company aims to expand its overall revenue scale. It will deepen its presence in regional markets and establish a group booking early-warning mechanism to strengthen front-end business visibility. Based on market demand, ADR will be adjusted in phases, while performance across all channels (including OTAs and the official website) will be enhanced. The Company will focus on the family and "active senior" segments by introducing age-segmented packaged products to increase the share of individual travelers. In parallel, a dual-track approach covering both direct booking channels and OTAs will be implemented to strengthen sales momentum and conversion efficiency.

B. Focusing on Core Channels to Build F&B Brand Value
The Company will increase the package rate of accommodation plans that include meals (e.g., one-night stay with two meals), thereby driving food and beverage revenue through lodging demand. It will also reinforce its three-pronged F&B sales strategy to optimize revenue structure. Through brand extension and increased market exposure, the Company aims to enhance brand recognition and establish a distinctive F&B brand identity.

C. Enhancing Member Contribution and Optimizing Membership Strategy
The Company will deepen engagement with key member segments and increase the revenue contribution of its membership program, "Farglory Member Program." It will also establish regular communication channels to strengthen interaction frequency and emotional connection, thereby enhancing member retention and lifetime value. Strengthening Brand Positioning to Enhance Recognition

(2) Strengthening Brand Positioning to Enhance Recognition

A. Enhancing brand awareness through integrated marketing and cross-industry alliances
The Company will actively participate in international hospitality and F&B competitions and evaluations to enhance brand visibility and market credibility. By integrating marketing resources across its leisure business units and expanding external cross-industry partnerships, it aims to strengthen brand influence and customer acquisition channels.

B. Enhancing brand experience value through differentiated service upgrades
The Company will implement the upgraded "Touching Service 3.0" initiative and align with international standards by 2026. Tailored service experiences will be provided based on customer segmentation to deepen brand recall. In addition, by aligning with star-rating evaluation mechanisms and continuously improving service quality, the Company aims to enhance market reputation and brand recognition.

(3) Streamlining Management Structure to Improve Operational Efficiency

A. Establishing a comprehensive talent development system to enhance organizational competitiveness
The Company will establish mechanisms to attract and retain high-quality talent, while also expanding its foreign workforce and strengthening industry–academia collaboration. It will promote employee skill development and work–life balance initiatives, and systematically implement competency-based training programs to build long-term growth momentum.

B. Establishing standardized cost control mechanisms to improve operational efficiency

Standardized management modules will be developed for room operations, food and beverage operations, and overall operating costs. By identifying key cost drivers, the Company aims to enhance resource allocation efficiency and profitability.

C. Strengthening expense control and energy efficiency investment planning

The Company will establish standardized operating expense management systems to accurately monitor cost structures. It will also plan for the replacement of heat pump equipment and evaluate energy storage solutions to improve energy efficiency and reduce long-term operating costs.

(4) Strengthening Sustainability and Digital Capabilities to Enhance Overall Momentum

A. Advancing ESG initiatives to implement sustainable governance and green product development

The Company will ensure compliance with applicable laws and governance requirements, while strengthening internal controls and corporate responsibility mechanisms. By integrating the "Taste of Hualien" concept with low-carbon and sustainable tourism, it will develop sustainable products with local characteristics and scarcity value to enhance brand differentiation and market competitiveness.

B. Promoting digital innovation to build an efficient operating model

With customer experience at its core, the Company will deploy digital technologies to optimize service processes and deliver superior hospitality experiences. At the same time, it will enhance overall operational efficiency and management effectiveness. Efforts will also be made to strengthen information security and system resilience to ensure stable operations and data protection.

(5) Estimated Occupancy Rate for 2026 and Improvement from 2025

According to the Taiwan Institute of Economic Research 2026 Taiwan macroeconomic outlook, private consumption, particularly domestic travel spending, is expected to remain robust. However, consumer spending in Taiwan continues to exhibit a polarized trend: one segment prioritizes highly cost-effective outbound travel, while another seeks in-depth, value-driven, and sustainable domestic travel experiences. By integrating "low-carbon tourism" with local industry value chains and sustainability initiatives, the Company is developing concrete low-carbon travel products to enhance brand value and raise competitive barriers. At the same time, the Company continues to upgrade its AI-enabled digital services. Through digital product marketing, brand collaborations, and cross-industry alliances, combined with local government resources, it is expanding the tourism experience ecosystem and precisely embedding digital services across every customer touchpoint.

Looking back, although the tourism industry has faced environmental shifts and multiple external challenges, the Company has consistently demonstrated strong resilience and a firm commitment to transformation. We have not only responded to change, but have also taken the lead in driving transformation amid uncertainty. We firmly believe that a hotel is not merely a building, but an integral part of the local ecosystem. Guided by a philosophy of “local co-prosperity,” the Company deeply integrates local resources and embeds sustainability into product innovation. From implementing low-carbon tourism to integrating local supply chains, the Company strives to reduce its environmental footprint and establish “Farglory Hotel” as a sustainable brand that shareholders can take pride in. Even as digital technology continues to advance, the Company’s founding philosophy remains unchanged and continues to serve as the core of its identity: **“Farglory Hotel serves you with thoughtful and warming services.”** We take high-quality service to the next level in crafting the most compelling guest experience, while leveraging the convenience of technology to deepen emotional engagement. We sincerely thank our shareholders and guests for your long-standing support and guidance. The Company will continue to strive for achieve a stable operating performance to reward investors, while also fulfilling its responsibilities to society. We are committed to achieving a balance among Environmental, Social, and Governance (ESG) principles while pursuing profitability, thereby creating long-term brand value for Farglory Hotel.

Chairman: Wu, Hsiang-Sheng　　President: Nelson Shen　　Chief Accounting Officer: Lin, Shu-Yuan

[Attachment 2]

Farglory Hotel Co., Ltd.

Audit Committee's Review Report

The Board of Directors has submitted the Company's 2025 Business Report, financial statements, and proposal for deficit compensation. The financial statements have been audited by CPAs Lin, Chia-Hung and Chen, Chi-Tung of PwC Taiwan, who have issued an independent auditors' report thereon.

The aforementioned Business Report, financial statements, and proposal for deficit compensation have been reviewed by the Audit Committee and found to be in compliance with the relevant provisions of the Company Act. Accordingly, this report is submitted pursuant to Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act.

Please review.

Submitted to

The Company's 2026 Annual General Shareholders' Meeting

Convener of the Audit Committee: Su, Cheng-Tien

March 4, 2026

[Attachment 3]

Farglory Hotel Co., Ltd.

2025 Directors' Performance Evaluation Results and Remuneration Report

December 31, 2025 / Unit: NT$ thousand

<table>
<tr><th>Identity</th><th>Name</th><th>Performance evaluation results and remuneration payment basis</th><th>Total remuneration</th></tr>
<tr><td rowspan="7">Director</td><td>Farglory International Investment Co., Ltd. Representative: Wu, Hsiang-Sheng</td><td rowspan="7">1. A self-evaluation of the Board of Directors was conducted in the first quarter of 2026, and the results were reported to the Board of Directors on March 4, 2026. The evaluation results were considered satisfactory.
2. The remuneration of the Company's directors is determined in accordance with the Company's Guidelines for the Director's Remuneration Distribution Guidelines. The components of such remuneration include fixed compensation and attendance fees based on actual participation in Board meetings.
3. In accordance with the Company's Articles of Incorporation, where there are profits in a given year after covering accumulated losses, up to 2% of the remaining balance shall be appropriated as directors' remuneration.
4. The distribution of directors' remuneration takes into account the Company's operating performance, the results of Board performance evaluations, directors' attendance, and their professional contributions, and is determined with reference to industry standards. Such distribution is subject to review by the Remuneration Committee and approval by the Board of Directors.</td><td rowspan="7">1,960</td></tr>
<tr><td>Fareast Land Development Co., Ltd. Representative: Hung, Hsien-Te</td></tr>
<tr><td>Fareast Land Development Co., Ltd. Representative: Chen, Mei-Ling</td></tr>
<tr><td>Farglory International Investment Co., Ltd. Representative: Jao, Ming-Chang</td></tr>
<tr><td>Su, Cheng-Tien</td></tr>
<tr><td>Lin, Cheng-Sung</td></tr>
<tr><td>Chou, Yin-Chung</td></tr>
</table>

Remuneration to directors and independent directors

December 31, 2025 / Unit: NT$ thousand

Title	Name	Remuneration to directors								Sum of A, B, C, and D and the sum as a percentage of net income		Remuneration as company employee								Sum of A, B, C, D, E, F, and G and the sum as a percentage of net income		Remuneration from investees other than subsidiaries or the parent company
		Remuneration (A)		Pension (B)		Remuneration to directors (C) (Note 1)		Fees for professional practice (D)				Salary, bonuses, and special allowances (E)		Pension (F)		Employee remuneration (G)						
		The Company	All companies included in the financial reports	The Company	All companies included in the financial reports	The Company	All companies included in the financial reports	The Company	All companies included in the financial reports	The Company	All companies included in the financial reports	The Company	All companies included in the financial reports	The Company	All companies included in the financial reports	The Company		All companies included in the financial reports		The Company	All companies included in the financial reports	
																Cash amount	Share amount	Cash amount	Share amount			
Chairman	Farglory International Investment Co., Ltd. Representative: Wu, Hsiang-Sheng	120	120	0	0	0	0	50	50	170 Note 1	170 Note 1	0	0	0	0	0	0	0	0	170 Note 1	170 Note 1	None
Director	Fareast Land Development Co., Ltd. Representative: Hung, Hsien-Te	120	120	0	0	0	0	50	50	170 Note 1	170 Note 1	0	0	0	0	0	0	0	0	170 Note 1	170 Note 1	None
Director	Fareast Land Development Co., Ltd. Representative: Chen, Mei-Ling	120	120	0	0	0	0	50	50	170 Note 1	170 Note 1	0	0	0	0	0	0	0	0	170 Note 1	170 Note 1	None
Director	Farglory International Investment Co., Ltd. Representative: Jao, Ming-Chang	120	120	0	0	0	0	50	50	170 Note 1	170 Note 1	0	0	0	0	0	0	0	0	170 Note 1	170 Note 1	None
Independent director	Su, Cheng-Tien	300	300	0	0	0	0	130	130	430 Note 1	430 Note 1	0	0	0	0	0	0	0	0	430 Note 1	430 Note 1	None
Independent director	Lin, Cheng-Sung	300	300	0	0	0	0	120	120	420 Note 1	420 Note 1	0	0	0	0	0	0	0	0	420 Note 1	420 Note 1	None
Independent director	Chou, Yin-Chung	300	300	0	0	0	0	130	130	430 Note 1	430 Note 1	0	0	0	0	0	0	0	0	430 Note 1	430 Note 1	None

The remuneration to the Company’s directors for providing services (such as assuming a non-employee advising post) for all the companies included in the financial reports in the most recent year: None.
Note 1: As the Company incurred a net loss after tax in 2025, the aforementioned percentage is not applicable.

[Attachment 4]

Farglory Hotel Co., Ltd.

Comparison Table of Amendments to the Sustainable Development Best Practice Principles

Article	Amended Provisions	Article	Original Provisions	Description of Amendment
Article 15	The Company shall take into consideration the impact of its operations on local ecology, advocate the concept of sustainable consumption, and conduct its R&D, procurement, production, operations, and service activities in accordance with the following principles to reduce the impact of its operations on the natural environment, <u>biodiversity,</u> and human beings: 1. Reduce resource and energy consumption of products and services. 2. Reduce emissions of pollutants, toxic substances, and waste, and properly dispose of waste. 3. Enhance the recyclability and reusability of raw materials or products. 4. Maximize the sustainable use of renewable resources. 5. Extend product durability. 6. Improve the efficiency of products and services. 7. <u>Enhance the conservation of both marine and terrestrial biodiversity and ecosystems, the sustainable use of resources, and the fair and equitable distribution of benefits.</u>	Article 15	The Company shall take into consideration the impact of its operations on local ecology, promote and advocate the concept of sustainable consumption, and conduct its R&D, procurement, production, operations, and service activities in accordance with the following principles to reduce the impact of its operations on the natural environment and human beings: 1. Reduce resource and energy consumption of products and services. 2. Reduce emissions of pollutants, toxic substances, and waste, and properly dispose of waste. 3. Enhance the recyclability and reusability of raw materials or products. 4. Maximize the sustainable use of renewable resources. 5. Extend product durability. 6. Improve the efficiency of products and services.	Amended in accordance with Public Announcement Tai-Zheng-Zhi-Li-Zi No. 1140016118.

Farglory Hotel Co., Ltd.

Comparison Table of Amendments to the Sustainable Development Best Practice Principles

Article	Amended Provisions	Article	Original Provisions	Description of Amendment
Article 21	The Company shall create a favorable environment for employees' career development and establish effective training programs for career and competency development. The Company is encouraged to establish industry–academia collaboration programs to cultivate future talent for the industry. The Company shall formulate and implement reasonable employee welfare measures (including compensation, leave, and other benefits), and appropriately reflect operating performance or results in employee compensation to ensure the recruitment, retention, and motivation of human resources, thereby achieving the goal of sustainable development.	Article 21	The Company shall create a favorable environment for employees' career development and establish effective training programs for career and competency development. The Company shall formulate and implement reasonable employee welfare measures (including compensation, leave, and other benefits), and appropriately reflect operating performance or results in employee compensation to ensure the recruitment, retention, and motivation of human resources, thereby achieving the goal of sustainable development.	Amended in accordance with Public Announcement Tai-Zheng-Zhi-Li-Zi No. 1140016118.
Article 32	The Principles were formulated on March 26, 2013. The 1st amendment was made on March 10, 2015. The 2nd amendment was made on September 4, 2015. The 3rd amendment was made on August 11, 2016. The 4th amendment was made on June 29, 2020. The 5th amendment was made on January 20, 2022. The 6th amendment was made on November 5, 2025.	Article 32	The Principles were formulated on March 26, 2013. The 1st amendment was made on March 10, 2015. The 2nd amendment was made on September 4, 2015. The 3rd amendment was made on August 11, 2016. The 4th amendment was made on June 29, 2020. The 5th amendment was made on January 20, 2022.	Added the number and date of the current amendment.

[Attachment 5]

Independent Auditors' Report

(2026) Tsai-Shen-Bao-Zi No. 25004444

To Farglory Hotel Co., Ltd.,

Audit opinions

We have audited the balance sheets of Farglory Hotel Co., Ltd. (the "Company") as of December 31, 2025 and 2024, and the related statements of comprehensive income, changes in equity, and cash flows for the years then ended, and the notes to the financial statements (including a summary of significant accounting policies).

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2025 and 2024, and its financial performance and cash flows for the years ended December 31, 2025 and 2024, in conformity with the Regulations Governing the Preparation of Financial Reports by Securities Issuers as well as the International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) (collectively the "IFRSs") endorsed and issued into effect by the Financial Supervisory Commission (FSC).

Basis for audit opinion

We conducted audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and the auditing standards of the Republic of China. Our responsibilities under those standards are further described in the paragraph "CPAs' responsibilities for the audit of the financial statements". We are independent of the Company in accordance with the Norm of Professional Ethics for Certified Public Accountant of the Republic of China and have fulfilled our other responsibilities in accordance with these requirements. We are convinced that we have sufficient and appropriate audit evidence to serve as the basis for our audit opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of Farglory Hotel Co., Ltd. for the year ended December 31, 2025. These matters are addressed in our audit of the financial statements as a whole and in forming our audit opinion. We do not express a separate opinion on these matters.

The key audit matters for the financial statements of Farglory Hotel Co., Ltd. for the year ended December 31, 2025 are as follows:

The correctness of room revenue recognition

Description

For the accounting policies on revenue recognition, please refer to Note 4(20) to the financial statements; for the accounting items related to operating revenue, please refer to Note 6(14) to the financial statements.

The Company's revenue mainly comes from hotel rooms booked through travel agencies. As there are many terms for the collaboration and transactions with travel agencies, it usually involves a great deal of manual work to reconcile these accounts to determine the correctness of the hotel room revenue. Therefore, we took the correctness of room revenue recognition as one of the most important audit matters.

Corresponding audit procedures

We have implemented the following procedures to address specific aspects of the key audit matter described in the preceding paragraph:

1. We learned about the Company's internal control procedures for the room revenue recognition and adopted them consistently during the comparative period for the financial statements.
2. We obtained the daily income statements, randomly checked if the hotel room transaction bills and the monetary amount of the receipts issued were consistent, and confirmed that the monetary amounts of the daily income statements were consistent with the monetary amounts on the invoices.
3. After obtaining the travel agencies' reconciliation sheets, we randomly checked the calculation process to confirm that it was consistent with the contract terms and checked if the monetary amounts of the receipts were consistent with the monetary amounts on the reconciliation sheet.
4. We randomly checked if the receipt records of the transactions with customers were consistent with the monetary amounts of the invoices.

Management of accommodation voucher advance receipts

Description

Please refer to Note 6(14) to the financial statements for the description of the accommodation voucher advance receipts accounting item.

The Company's main form of advance receipts are accommodation vouchers. The management of accommodation vouchers is in compliance with the voucher management principles. Many vouchers are issued and reimbursed, which involves a great deal of manual work, which might result in the inappropriate recognition of advance receipts. Also, due to the significant monetary amount of accommodation voucher advance receipts, we listed it as one of the most important key audit matters.

Corresponding audit procedures

We have implemented the following procedures to address specific aspects of the key audit matter described in the preceding paragraph:

1. We obtained a voucher production application form and confirmed that the application form had been properly approved.
2. We obtained detailed listings generated from the ticketing system and performed sampling procedures to reconcile them with daily cash reports, bank statements, and credit card transaction records, in order to verify that proceeds from the sale of accommodation vouchers had been received and were consistent with the amounts recorded on the corresponding invoices.

3. We confirmed that the accommodation vouchers recovered were consistent with the reimbursement statements produced in the voucher system, and that they were consistent with the vouchers written off.

Responsibilities of the management and the governing body for the financial statements

The responsibilities of the management are to prepare financial statements that accurately represent the financial status of the Company in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and the IFRSs, IASs, interpretations, and interpretative bulletins endorsed and issued into effect by the FSC, and to maintain the necessary internal control associated with said preparation in order to ensure that the financial statements are free from material misstatement arising from fraud or error.

In preparing the financial statements, the management is responsible for assessing the Company's ability in continuing as a going concern, disclosing relevant matters, and adopting the going concern basis of accounting, unless the management intends to liquidate the Company or cease operations, or has no viable alternatives but to liquidate or cease operations.

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

CPAs' responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance on whether the financial statements as a whole are free from material misstatement arising from fraud or error and to issue an independent auditors' report. Reasonable assurance means a high degree of assurance. However, there is no guarantee that a material misstatement contained in the financial statements will be discovered during an audit conducted in accordance with the auditing standards of the Republic of China. Misstatement may arise from fraud or error. If the monetary amounts of misstatement, either separately or in aggregate, could reasonably be expected to influence the economic decisions of the users of the financial statements, such misstatement is considered material.

We conducted our audit in accordance with the auditing standards of the Republic of China, exercising professional judgment and maintaining professional skepticism. We also performed the following tasks:

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

4. Based on the audit evidence obtained, we made conclusions on the appropriateness of the management's adoption of the going concern basis of accounting whether a material uncertainty exists for events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we are of the opinion that a material uncertainty exists, our audit report shall remind users of the financial statements to pay attention to relevant disclosures in said statements. If such disclosures are inadequate, we need to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
5. We evaluated the overall presentation, structure, and content of the financial statements (including relevant notes) and whether the financial statements adequately presented the relevant transactions and events.

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

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

From the matters communicated with those charged with governance, we determined those matters that were of most significance in the audit of the financial statements of Farglory Hotel Co., Ltd. for the year ended December 31, 2025 to be the key audit matters. We clearly indicate such matters in our audit report, unless legal regulations prohibit the public disclosure of specific matters or in extremely rare cases in which we decide not to communicate a specific item in the auditors' report for it could be reasonably anticipated that the negative effects of such disclosure would be greater than the public interest it might bring forth.

PricewaterhouseCoopers Taiwan

Certified Public Accountant
Lin, Chia-Hung
Chen, Chi-Tung

Financial Supervisory Commission
Approval Reference Nos.: Jin-Guan-Zheng-Shen-Zi No. 1080323093
Jin-Guan-Zheng-Shen-Zi No. 1130350413

March 4, 2026

Farglory Hotel Co., Ltd.
Balance sheet
December 31, 2025 and 2024

Unit: NT$ thousand

	Asset	Note	December 31, 2025			December 31, 2024		
				Amount	%		Amount	%
	Current assets							
1100	Cash and cash equivalents	6(1)	$	44,393	3	$	98,167	5
1170	Net accounts receivable	6(2)		8,032	1		5,538	-
1180	Net accounts receivable – related parties	6(2) and 7		427	-		359	-
1200	Other receivables			13,977	1		14,631	1
1220	Current tax assets			5,792	-		5,761	-
130X	Inventory	6(3)		4,421	-		4,428	-
1410	Prepayments			14,582	1		14,795	1
1470	Other current assets	8		7,345	-		7,987	1
11XX	**Total current assets**			98,969	6		151,666	8
	Non-current assets							
1600	Property, plant, and equipment	6(4) and 8		1,522,968	91		1,605,923	89
1755	Right-of-use assets	6(5) and 7		32,753	2		35,517	2
1780	Intangible assets			2,948	-		1,220	-
1840	Deferred tax assets	6(21)		2,110	-		1,862	-
1900	Other non-current assets	6(10), 7, and 8		14,475	1		12,694	1
15XX	**Total non-current assets**			1,575,254	94		1,657,216	92
1XXX	**Total assets**		$	1,674,223	100	$	1,808,882	100

(Continued on the next page)

Farglory Hotel Co., Ltd.
Balance sheet
December 31, 2025 and 2024

Unit: NT$ thousand

	Liabilities and Equity	Note	December 31, 2025 Amount	%	December 31, 2024 Amount	%
	Current liabilities					
2100	Short-term borrowings	6(6)	$ -	-	$ 10,000	1
2110	Short-term notes and bills payable	6(7)	69,755	4	139,730	8
2130	Contract liabilities – current	6(14) and 7	74,307	5	78,740	4
2170	Accounts payable	7	19,884	1	25,459	1
2200	Other payables	6(9)	57,832	4	63,327	4
2280	Lease liabilities – current	6(24) and 7	4,930	-	4,945	-
2320	Long-term liabilities maturing within a year or operating cycle	6(8)	105,769	6	40,000	2
2399	Other current liabilities – others		3,959	-	3,251	-
21XX	**Total current liabilities**		336,436	20	365,452	20
	Non-current liabilities					
2527	Contract liabilities – non-current	6(14) and 7	187	-	101	-
2540	Long-term borrowings	6(8)	273,654	17	336,923	19
2570	Deferred tax liabilities	6(21)	3,279	-	2,974	-
2580	Lease liabilities – non-current	6(24) and 7	29,703	2	32,084	2
2600	Other non-current liabilities		4,672	-	5,397	-
25XX	**Total non-current liabilities**		311,495	19	377,479	21
2XXX	**Total liabilities**		647,931	39	742,931	41
	Capital stock	6(11)				
3110	Common stock		1,050,000	63	1,050,000	58
	Capital surplus	6(12)				
3200	Capital surplus		108,392	6	108,392	6
	Retained earnings	6(13)				
3310	Legal reserve		55,391	3	55,391	3
3350	Undistributed earnings		(187,491)	(11)	(147,832)	(8)
3XXX	**Total equity**		1,026,292	61	1,065,951	59
3X2X	**Total liabilities and equity**		$ 1,674,223	100	$ 1,808,882	100

The notes attached are part of the financial statements. Please refer to them together.

Chairman: Wu, Hsiang-Sheng　　President: Nelson Shen　　Chief Accounting Officer: Lin, Shu-Yuan

Farglory Hotel Co., Ltd.
Statement of Comprehensive Income
For the Years Ended December 31, 2025 and 2024

Unit: NT$ thousand
(Except for loss per share, which is expressed in NT$)

	Item	Note	2025 Amount	2025 %	2024 Amount	2024 %
4000	Operating revenue	6(14) and 7	$ 524,994	100	$ 354,975	100
5000	Operating costs	6(3)(19)(20) and 7	(424,406)	(81)	(379,382)	(107)
5900	Operating gross profit (loss)		100,588	19	(24,407)	(7)
	Operating expenses	6(19)(20) and 7				
6100	Selling expenses		(38,990)	(7)	(29,017)	(8)
6200	Administrative expenses		(99,256)	(19)	(97,791)	(28)
6450	Expected credit loss expense		(10)	-	-	-
6000	Total operating expenses		(138,256)	(26)	(126,808)	(36)
6900	Operating loss		(37,668)	(7)	(151,215)	(43)
	Non-operating revenue and expenses					
7100	Interest income	6(15)	406	-	513	-
7010	Other income	6(16)	11,165	2	10,512	3
7020	Other gains and losses	6(17)	(1,233)	-	(1,458)	-
7050	Financial costs	6(18) and 7	(13,162)	(3)	(7,417)	(2)
7000	Total non-operating income and expenses		(2,824)	(1)	2,150	1
7900	**Net loss before tax**		(40,492)	(8)	(149,065)	(42)
7950	Income tax benefit (expense)	6(21)	121	-	(92)	-
8200	**Current net loss**		($ 40,371)	(8)	($ 149,157)	(42)
	Other comprehensive income					
8311	Remeasurement of defined benefit plans	6(10)	$ 890	-	$ 1,657	-
8349	Income tax related to items not reclassified	6(21)	(178)	-	(332)	-
8310	Total of items not recategorized to profits and losses		712	-	1,325	-
8300	**Other comprehensive income (net)**		$ 712	-	$ 1,325	-
8500	**Total comprehensive income for the period**		($ 39,659)	(8)	($ 147,832)	(42)
	Basic loss per share	6(22)				
9750	Basic loss per share		($ 0.38)		($ 1.42)	
	Diluted loss per share	6(22)				
9850	Diluted loss per share		($ 0.38)		($ 1.42)	

The notes attached are part of the financial statements. Please refer to them together.

Chairman: Wu, Hsiang-Sheng President: Nelson Shen Chief Accounting Officer: Lin, Shu-Yuan

Farglory Hotel Co., Ltd.
Statement of Changes in Equity
For the Years Ended December 31, 2025 and 2024

Unit: NT$ thousand

	Note	Common stock	Capital surplus – shares issued at premium	Retained earnings: Legal reserve	Retained earnings: Undistributed earnings	Total equity
2024						
Balance as of January 1, 2024		$ 1,050,000	$ 108,392	$ 50,514	$ 48,777	$ 1,257,683
Current net loss		-	-	-	(149,157)	(149,157)
Current other comprehensive income		-	-	-	1,325	1,325
Total comprehensive income for the period		-	-	-	(147,832)	(147,832)
Earnings distribution:	6(13)					
Provision for legal reserve		-	-	4,877	(4,877)	-
Cash dividends		-	-	-	(43,900)	(43,900)
Balance as of December 31, 2024		$ 1,050,000	$ 108,392	$ 55,391	($ 147,832)	$ 1,065,951
2025						
Balance as of January 1, 2025		$ 1,050,000	$ 108,392	$ 55,391	($ 147,832)	$ 1,065,951
Current net loss		-	-	-	(40,371)	(40,371)
Current other comprehensive income		-	-	-	712	712
Total comprehensive income for the period		-	-	-	(39,659)	(39,659)
Balance as of December 31, 2025		$ 1,050,000	$ 108,392	$ 55,391	($ 187,491)	$ 1,026,292

The notes attached are part of the financial statements. Please refer to them together.

Chairman: Wu, Hsiang-Sheng President: Nelson Shen Chief Accounting Officer: Lin, Shu-Yuan

Farglory Hotel Co., Ltd.
Statement of Cash Flows
For the Years Ended December 31, 2025 and 2024

Unit: NT$ thousand

	Note	2025	2024
Cash flow from operating activities			
Net loss before tax for the period		($ 40,492)	($ 149,065)
Adjustments			
Income and expenses			
Expected credit loss expense		10	-
Depreciation expenses	6(4), (5) and (19)	94,940	92,022
Amortization expenses	6(19)	2,316	2,584
Interest income	6(15)	(406)	(513)
Interest expenses	6(18)	13,162	7,417
Losses on disposal of property, plant, and equipment	6(4) and (17)	25	1,320
Business facilities reclassified as expenses	6(4)	1,562	2,665
Uncompleted projects reclassified as expenses	6(4)	-	568
Changes in operating assets/liabilities			
Net changes in operating assets			
Accounts receivable (including from related parties)		(2,572)	3,477
Other receivables		654	(9,621)
Inventory		26	(253)
Prepayments		188	(914)
Other current assets		(416)	13
Other non-current assets		(812)	295
Other financial assets		1,058	25,863
Net changes in operating liabilities			
Contract liabilities – current		(4,433)	(15,707)
Accounts payable		(5,575)	1,803
Other payables		(1,114)	(6,206)
Other current liabilities		708	1,227
Contract liabilities – non-current		86	(20)
Other non-current liabilities		(625)	3,395
Cash inflow (outflow) from operating activities		58,290	(39,650)
Interest paid		(13,119)	(7,399)
Interest received		406	513
Income tax paid		(32)	(16,675)
Net cash inflow (outflow) from operating activities		45,545	(63,211)
Cash flow from investing activities			
Acquisition of property, plant, and equipment	6(23)	(12,978)	(102,659)
Proceeds from sale of property, plant, and equipment		-	1
Acquisition of intangible assets		(4,051)	(2,513)
Disposal of intangible assets		-	97
Increase in guarantee deposits paid		(79)	(102)
Capitalized interest paid	6(4)(23)	-	(3,814)
Net cash outflow from investing activities		(17,108)	(108,990)
Cash flow from financing activities			
Increase in short-term loans	6(24)	20,000	10,000
Decrease in short-term loans	6(24)	(30,000)	-
Increase in short-term notes payable	6(24)	298,875	318,940
Decrease in short-term notes and bills payable	6(24)	(368,850)	(179,210)
Long-term borrowings	6(24)	60,000	130,000
Repayment of long-term borrowings	6(24)	(57,500)	(24,616)
Lease principal repaid	6(24)	(4,636)	(4,213)
Decrease in guarantee deposits received	6(24)	(100)	-
Payout of cash dividends	6(13) and (24)	-	(43,900)
Net cash inflow (outflow) from financing activities		(82,211)	207,001
Increase (decrease) in cash and cash equivalents in the current period		(53,774)	34,800
Cash and cash equivalents at the beginning of the period		98,167	63,367
Cash and cash equivalents at the end of the period		$ 44,393	$ 98,167

The notes attached are part of the financial statements. Please refer to them together.

Chairman: Wu, Hsiang-Sheng   President: Nelson Shen   Chief Accounting Officer: Lin, Shu-Yuan

Attachment 6

Farglory Hotel Co., Ltd.

2025 Deficit Compensation Statement

Unit: NT$

Item	Amount
Beginning retained earnigs (accumulated deficit)	(147,831,851)
Add: Profit or loss adjustment for the previous period	0
Add: Actuarial gains on defined benefit plan	889,649
Less: Other comprehensive income – other	(177,930)
Undistributed earnings after adjustment	(147,120,132)
Less: Current net loss after tax	(40,370,589)
Deficit yet to be compensated at the end of the period	(187,490,721)

Chairman: Wu, Hsiang-Sheng　　President: Nelson Shen　　Chief Accounting Officer: Lin, Shu-Yuan

[Attachment 7]

Farglory Hotel Co., Ltd.

Comparison Table of Amendments to the Procedures for Acquisition or Disposal of Assets

Article	Amended Provisions	Article	Original Provisions	Description of Amendment
Article 6	Procedures for Acquisition or Disposal of Real Property, Equipment, or Right-of-Use Assets 1. (Omitted) 2. Procedures for Determining Transaction Terms and Authorization Limits (1) (Omitted) (2) (Omitted) (3) Where the Company acquires or disposes of assets and such transactions are required to be approved by the Board of Directors pursuant to the prescribed procedures or other applicable laws, if any director expresses dissent and such dissent is recorded or provided in writing, the Company shall submit such dissenting opinions to the Audit Committee. As the Company has established independent directors, when submitting asset acquisition or disposal transactions to the Board of Directors for discussion in accordance with the preceding paragraph, full consideration shall be given to the opinions of each independent director. Any objection or qualified opinion expressed by an independent director shall be recorded in the minutes of the Board meeting. As the Company has established an Audit Committee, material transactions involving assets or derivatives shall be approved by more than one-half of all members of the Audit Committee and submitted to the Board of Directors for resolution. The provisions of Article 17, Paragraphs 3 and 4 shall apply mutatis mutandis. 3. (Omitted) 4. (Omitted) (1) (Omitted) (2) (Omitted)	Article 6	Procedures for Acquisition or Disposal of Real Property, Equipment, or Right-of-Use Assets 1. (Omitted) 2. Procedures for Determining Transaction Terms and Authorization Limits (1) (Omitted) (2) (Omitted) (3) Where the Company acquires or disposes of assets and such transactions are required to be approved by the Board of Directors pursuant to the prescribed procedures or other applicable laws, if any director expresses dissent and such dissent is recorded or provided in writing, the Company shall submit such dissenting opinions to the Audit Committee. As the Company has established independent directors, when submitting asset acquisition or disposal transactions to the Board of Directors for discussion in accordance with the preceding paragraph, full consideration shall be given to the opinions of each independent director. Any objection or qualified opinion expressed by an independent director shall be recorded in the minutes of the Board meeting. As the Company has established an Audit Committee, material transactions involving assets or derivatives shall be approved by more than one-half of all members of the Audit Committee and submitted to the Board of Directors for resolution, and the provisions of Article 17, Paragraphs 4 and 5 shall apply mutatis mutandis. 3. (Omitted) 4. (Omitted) (1) (Omitted) (2) (Omitted)	Revisions were made to related provisions, and in accordance with the auditing standards issued by the Accounting Research and Development Foundation, Republic of China, Auditing Standard No. 71 replaces Auditing Standard No. 20 from the date of implementation.

Farglory Hotel Co., Ltd.

Comparison Table of Amendments to the Procedures for Acquisition or Disposal of Assets

Article	Amended Provisions	Article	Original Provisions	Description of Amendment
	(3) Where the valuation of a professional appraiser fall under any of the following circumstances, except where the valuation results for acquisitions are all higher than the transaction price or those for disposal are all lower than the transaction price, a certified public accountant shall be engaged to act in accordance with Auditing Standard No. 71 issued by the Accounting Research and Development Foundation in Taiwan (hereinafter referred to as the "ARDF"), and shall provide specific opinions on the reasons for the discrepancies and the appropriateness of the transaction price: A. The discrepancy between the appraisal result and the transaction amount is 20 percent or more of the transaction amount. B. The discrepancy between the appraisal results of two or more professional appraisers is 10 percent or more of the transaction amount. (4) (Omitted)		(3) Where the valuation of a professional appraiser fall under any of the following circumstances, except where the valuation results for acquisitions are all higher than the transaction price or those for disposal are all lower than the transaction price, a certified public accountant shall be engaged to act in accordance with Auditing Standard No. 20 issued by the Accounting Research and Development Foundation in Taiwan (hereinafter referred to as the "ARDF"), and shall provide specific opinions on the reasons for the discrepancies and the appropriateness of the transaction price: A. The discrepancy between the appraisal result and the transaction amount is 20 percent or more of the transaction amount. B. The discrepancy between the appraisal results of two or more professional appraisers is 10 percent or more of the transaction amount. (4) (Omitted)	
Article 11	Procedures for Transactions with Related Parties 1. (Omitted) 2. (Omitted) (1) (Omitted) (2) (Omitted) (3) (Omitted) (4) (Omitted) (5) (Omitted) (6) (Omitted) (7) Restrictive conditions and other important terms for this transaction.	Article 11	Procedures for Transactions with Related Parties 1. (Omitted) 2. (Omitted) (1) (Omitted) (2) (Omitted) (3) (Omitted) (4) (Omitted) (5) (Omitted) (6) (Omitted) (7) Restrictive conditions and other important terms for this transaction.	Revised related provisions.

Farglory Hotel Co., Ltd.

Comparison Table of Amendments to the Procedures for Acquisition or Disposal of Assets

Article	Amended Provisions	Article	Original Provisions	Description of Amendment
	The calculation of the transaction amount referred to above shall be conducted in accordance with Article 15, Paragraph 2. The term “within one year” refers to the one-year period preceding the date of occurrence of the current transaction. Transactions that have already been submitted to and approved by the Audit Committee and the Board of Directors in accordance with these procedures shall not be included again. As the Company has established independent directors, when submitting such matters to the Board of Directors for discussion in accordance with Paragraph 1, full consideration shall be given to the opinions of the independent directors. Any objection or qualified opinion expressed by an independent director shall be recorded in the minutes of the Board meeting. As the Company has established an Audit Committee, matters required to be approved by the Audit Committee pursuant to Paragraph 1 shall first be approved by more than one-half of all members of the Audit Committee and submitted to the Board of Directors for resolution, and the provisions of Paragraphs 3 and 4 of Article 17 shall apply mutatis mutandis. 3. (Omitted)		The calculation of the transaction amount referred to above shall be conducted in accordance with Article 16, Paragraph 2. The term “within one year” refers to the one-year period preceding the date of occurrence of the current transaction. Transactions that have already been submitted to and approved by the Audit Committee and the Board of Directors in accordance with these procedures shall not be included again. As the Company has established independent directors, when submitting such matters to the Board of Directors for discussion in accordance with Paragraph 1, full consideration shall be given to the opinions of the independent directors. Any objection or qualified opinion expressed by an independent director shall be recorded in the minutes of the Board meeting. As the Company has established an Audit Committee, matters required to be approved by the Audit Committee pursuant to Paragraph 1 shall first be approved by more than one-half of all members of the Audit Committee and submitted to the Board of Directors for resolution, and the provisions of Paragraphs 3 and 4 of Article 17 shall apply mutatis mutandis. 3. (Omitted)	
Article 15	Information Disclosure Procedures 1. Items that shall be announced and declared and the standards for announcement and declaration (1) (Omitted) (2) (Omitted) (3) (Omitted) (4) Where the type of asset acquired or disposed of is equipment for operational use or right-of-use assets, and the transaction counterparty is not a related party, and the transaction amount meets any of the following thresholds:		Information Disclosure Procedures 1. Items that shall be announced and declared and the standards for announcement and declaration (1) (Omitted) (2) (Omitted) (3) (Omitted) (4) Where the type of asset acquired or disposed of is equipment for operational use or right-of-use assets, and the transaction counterparty is not a related party, and the transaction amount meets any of the following thresholds:	Amended in accordance with Jin-Guan-Zheng-Fa-Zi No. 1140383333.

Farglory Hotel Co., Ltd.

Comparison Table of Amendments to the Procedures for Acquisition or Disposal of Assets

Article	Amended Provisions	Article	Original Provisions	Description of Amendment
	A. For a public company with paid-in capital of less than NT$10 billion, where the transaction amount reaches NT$500 million or more. B. For a public company with paid-in capital of NT$10 billion or more but less than NT$50 billion, where the transaction amount reaches NT$1 billion or more. C. For a public company with paid-in capital of NT$50 billion or more, where the transaction amount reaches 5% or more of the Company's paid-in capital. (5) Where real property is acquired through self-constructed projects on owned land, construction on leased land, joint construction with an allocation of units, joint construction with revenue sharing, or joint construction for sale, and the transaction counterparty is not a related party, and the Company's expected investment amount reaches NT$500 million or more. (6) For a public company with paid-in capital of NT$50 billion or more, where transactions involving the trading of government bonds, ordinary corporate bonds, and general financial bonds not involving equity (excluding subordinated bonds) on a securities exchange or at a securities firm's business premises do not fall under the circumstances set forth in the proviso of Subparagraph 7 and the transaction counterparty is not a related party, where the transaction amount reaches 5% or more of the Company's paid-in capital.	Article 15	A. For a public company with paid-in capital of less than NT$10 billion, where the transaction amount reaches NT$500 million or more. B. For a public company with paid-in capital of NT$10 billion or more, where the transaction amount reaches NT$1 billion or more. (5) Where real property is acquired through self-constructed projects on owned land, construction on leased land, joint construction with an allocation of units, joint construction with revenue sharing, or joint construction for sale, and the transaction counterparty is not a related party, and the Company's expected investment amount reaches NT$500 million or more. (6) For asset transactions not covered in the preceding five subparagraphs, claims disposals by financial institutions, or investments in Mainland China, where the transaction amount reaches 20% or more of the Company's paid-in capital or NT$300 million or more. However, this does not apply in the following circumstances:	

Farglory Hotel Co., Ltd.

Comparison Table of Amendments to the Procedures for Acquisition or Disposal of Assets

Article	Amended Provisions	Article	Original Provisions	Description of Amendment
	(7) For asset transactions not covered in the preceding six subparagraphs, claims disposals by financial institutions, or investments in Mainland China, where the transaction amount reaches 20% or more of the Company's paid-in capital or NT$300 million or more. However, this does not apply in the following circumstances: A. Trading of domestic government bonds. B. Trading of bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises. 2. (Omitted) 3. (Omitted) 4. (Omitted)		A. Trading of domestic government bonds. B. Trading of bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises. 2. (Omitted) 3. (Omitted) 4. (Omitted)	
Article 19	These Procedures were formulated on May 28, 1996. The 1st amendment was made on June 25, 2002. The 2nd amendment was made on June 30, 2003. The 3rd amendment was made on June 29, 2005. The 4th amendment was made on June 27, 2007. The 5th amendment was made on June 26, 2008. The 6th amendment was made on June 22, 2012. The 7th amendment was made on June 18, 2013. The 8th amendment was made on June 23, 2014. The 9th amendment was made on May 27, 2015. The 10th amendment was made on May 24, 2017. The 11th amendment was made on May 23, 2019. The 12th amendment was made on May 27, 2020. <u>The 13th amendment was made on May 20, 2026.</u>	Article 19	These Procedures were formulated on May 28, 1996. The 1st amendment was made on June 25, 2002. The 2nd amendment was made on June 30, 2003. The 3rd amendment was made on June 29, 2005. The 4th amendment was made on June 27, 2007. The 5th amendment was made on June 26, 2008. The 6th amendment was made on June 22, 2012. The 7th amendment was made on June 18, 2013. The 8th amendment was made on June 23, 2014. The 9th amendment was made on May 27, 2015. The 10th amendment was made on May 24, 2017. The 11th amendment was made on May 23, 2019. The 12th amendment was made on May 27, 2020.	Added the number and date of the current amendment.

[Attachment 8]

Farglory Hotel Co., Ltd.

List of Director Candidates (including Independent Directors)

In accordance with Article 192-1 of the Company Act, the nominated director and independent director candidates for are listed as follows:

Type of candidate	Name of candidate	Education	Experience	Current position	Number of shares held (Unit: shares)	Reason for continued nomination of independent director who has served for three consecutive terms
Director	Fareast Land Development Co., Ltd. Representative: Liu, Ming-Fang	Master's degree in Financial and Economic Law, National Chung Cheng University	Director, Homeplus Digital Co., Ltd.	Chief Legal Officer, Farglory Group Supervisor, Far Glory Free Trade Zone Co., Ltd. (Corporate Representative) Supervisor, Farglory Logistics Co., Ltd. (Corporate Representative) Supervisor, Chi Xing Land Co., Ltd.	38,582,973	N/A
Director	Fareast Land Development Co., Ltd. Representative: Chen, Mei-Ling	MBA, College of Commerce, National Cheng Chi University	Vice President of the Human Resources and General Affairs Office, Farglory Land Development Co., Ltd. Vice President of the Human Resources and General Affairs Office of Farglory Group	Chairman, Farglory Retail Management & Service Co., Ltd. (Corporate Representative) Director, Farglory Logistics Co., Ltd. (Corporate Representative) Director, Family Treasure Career Co., Ltd. (Corporate Representative) Director, Enriched Life International Co., Ltd. (Corporate Representative) Director, Farglory Ocean Park Co., Ltd. (Corporate Representative) Director, Farglory Free Trade Zone Co., Ltd. (Corporate Representative) Director, OLAH Poshtel Co., Ltd. (Corporate Representative) Director, Farglory Hotel Co., Ltd. (Corporate Representative) COO, Headquarters Operations Management, Farglory Group	38,582,973	N/A

Type of candidate	Name of candidate	Education	Experience	Current position	Number of shares held (Unit: shares)	Reason for continued nomination of independent director who has served for three consecutive terms
Director	Farglory International Investment Co., Ltd. Representative: Wu, Hsiang-Sheng	EMBA, National Taiwan University	Vice President, Caesar Park Hotels and Resorts Chairman, OLAH Poshtel Co., Ltd. (Corporate Representative)	Chairman, Farglory Hotel Co., Ltd. (Corporate Representative) Chairman, Farglory Ocean Park Co., Ltd. (Corporate Representative) Chairman, FGD Co., Ltd. (Corporate Representative) Chairman, OLAH Poshtel Co., Ltd. (Corporate Representative) Chairman, Yan Ying Investment Co., Ltd. (Corporate Representative) Chairman, Farglory Hotel, Yangmingshan (Corporate Representative) Chairman, Nonprofit Organization Private Farglory Ocean Zoo (Corporate Representative)	15,098,206	N/A
Director	Farglory International Investment Co., Ltd. Representative: Jao, Ming-Chang	Business Administration, Chihlee University of Technology	Financial Specialist, Chief of the Management Section and Chief of the Accounting Section, Farglory Land Development Co., Ltd. Assistant Manager of the Financial Division, Farglory Ocean Park Co., Ltd. Manager of the Financial Division, Farglory Hotel Co., Ltd. Assistant Vice President of the Management Department, Farglory Hotel Co., Ltd. Assistant Vice President of the Financial Division, Farglory Retail Management & Service Co., Ltd. Chairman, OLAH Poshtel Co., Ltd. (Corporate Representative)	Director, OLAH Poshtel Co., Ltd. (Corporate Representative) Supervisor, Farglory Ocean Park Co., Ltd. Director, Farglory Hotel Co., Ltd. (Corporate Representative) Supervisor, Yan Ying Investment Co., Ltd.	15,098,206	N/A

Type of candidate	Name of candidate	Education	Experience	Current position	Number of shares held (Unit: shares)	Reason for continued nomination of independent director who has served for three consecutive terms
Independent director	Su, Cheng-Tien	Master of Systems Engineering, Asian Institute of Technology	Advanced study in the master's program at the Department of Spatial Planning, Technical University of Dortmund Dean of the College of Tourism, Chung Hua University Professor in the Department of Recreation and Leisure Planning and Management, College of Tourism, Chung Hua University Director-General of the Tourism Bureau, MOTC Deputy Director-General of the Tourism Bureau, MOTC Director-General of the East Coast National Scenic Area Administration, Tourism Bureau, MOTC Senior Specialist at the Department of Urban and Housing Development, Council for Economic Planning and Development, Executive Yuan	Chairman, Taiwan Youth Hostel Co., Ltd. Chairman, Chu Tour Co., Ltd. Independent Director, Farglory Hotel Co., Ltd. Member of the Audit Committee, Farglory Hotel Co., Ltd. Member of the Remuneration Committee, Farglory Hotel Co., Ltd.	0	He has working experience in relevant areas, and he has provided specific advice to the Company. His continued nomination ensures that he is able to make use of his expertise and supervise and advise the Board of Directors when performing the duties of an independent director.

Type of candidate	Name of candidate	Education	Experience	Current position	Number of shares held (Unit: shares)	Reason for continued nomination of independent director who has served for three consecutive terms
Independent director	Lin, Cheng-Sung	Business Administration, Tamsui Institute of Business Administration	President, Evergreen Laurel Hotel (Bangkok and Penang) President, Evergreen Laurel Hotel (Taipei) President, Evergreen Laurel Hotel (Taichung) President, Evergreen Resort Hotel Jiaosi	Independent Director, Farglory Hotel Co., Ltd. Member of the Audit Committee, Farglory Hotel Co., Ltd. Member of the Remuneration Committee, Farglory Hotel Co., Ltd.	0	No
Independent Director	Chou, Yin-Chung	Master of Management, Boston University	Independent Director, Federal Corporation President, CTT Company Ltd. Chief Auditor, Financial Manager and CFO, Ta-Ho Maritime Corporation Deputy Manager, Marketing Division, Episil-Precision Inc. Executive Vice President for Finance and CFO, Carnival Industrial Corporation	Independent Director, Farglory Hotel Co., Ltd. Member of the Audit Committee, Farglory Hotel Co., Ltd. Member of the Remuneration Committee, Farglory Hotel Co., Ltd. Independent Director, Audit Committee Member, and Remuneration Committee Member, Axcen Photonics Corporation Director and Advisor, CTT Company Ltd. Director, S.K. MACHINERY CO., LTD. Supervisor, Watson Bell Co., Ltd. Director, EC Creative Technology Corp.	0	No

[Attachment 9]

Farglory Hotel Co., Ltd.

List of Director and Independent Director Candidates Approved for Exemption from Non-compete Restrictions

<table>
<tr><th colspan="2">Name of candidate</th><th>Company and position for which the non-compete restrictions on the director is lifted</th></tr>
<tr><td rowspan="4">Director</td><td>Farglory International Investment Co., Ltd.</td><td>· Chairman, Farglory Hotel, Yangmingshan
· Chairman, Farglory Retail Management & Service Co., Ltd.
· Chairman, Farglory Life Insurance Co., Ltd.
· Chairman, Faraway Land Development Co., Ltd.
· Chairman, Family Treasure Career Co., Ltd.
· Chairman, Enriched Life International Co., Ltd.
· Chairman, Shine Kon Enterprise Co., Ltd.
· Director, Farglory Free Trade Zone Investment Holding Co., Ltd.
· Director, KHH Arena Corporation
· Chairman, Farglory Ocean Park Co., Ltd.</td></tr>
<tr><td>Corporate Representative, Farglory International Investment Co., Ltd.
Wu, Hsiang-Sheng</td><td>· Chairman, Farglory Ocean Park Co., Ltd. (Corporate Representative)
· Chairman, FGD Co., Ltd. (Corporate Representative)
· Chairman, OLAH Poshtel Co., Ltd. (Corporate Representative)
· Chairman, Yan Ying Investment Co., Ltd. (Corporate Representative)
· Chairman, Farglory Hotel, Yangmingshan (Corporate Representative)
· Chairman, Nonprofit Organization Private Farglory Ocean Zoo (Corporate Representative)</td></tr>
<tr><td>Corporate Representative, Farglory International Investment Co., Ltd.
Jao, Ming-Chang</td><td>· Director, OLAH Poshtel Co., Ltd. (Corporate Representative)
· Supervisor, Farglory Ocean Park Co., Ltd.
· Supervisor, Yan Ying Investment Co., Ltd.</td></tr>
<tr><td>Fareast Land Development Co., Ltd.</td><td>· Chairman, Farglory Creative Co., Ltd.
· Chairman, Farglory Dome Co., Ltd.
· Director, Farglory Life Insurance Co., Ltd.
· Chairman, Farglory Land Development Co., Ltd.
· Chairman, Tung Yuan Construction Co., Ltd.
· Chairman, Farglory Realty Co., Ltd.
· Director, Sanxin2 Outlet Co., Ltd.</td></tr>
</table>

[Attachment 9]

Farglory Hotel Co., Ltd.

List of Director and Independent Director Candidates Approved for Exemption from Non-compete Restrictions

Name of candidate		Company and position for which the non-compete restrictions on the director is lifted
	Corporate Representative, Fareast Land Development Co., Ltd. Chen, Mei-Ling	· Chairman, Farglory Retail Management & Service Co., Ltd. (Corporate Representative) · Director, Farglory Logistics Co., Ltd. (Corporate Representative) · Director, Family Treasure Career Co., Ltd. (Corporate Representative) · Director, Enriched Life International Co., Ltd. (Corporate Representative) · Director, Farglory Ocean Park Co., Ltd. (Corporate Representative) · Director, Farglory Free Trade Zone Co., Ltd. (Corporate Representative) · Director, OLAH Poshtel Co., Ltd. (Corporate Representative) · COO, Headquarters Operations Management, Farglory Group
	Corporate Representative, Fareast Land Development Co., Ltd. Liu, Ming-Fang	· Chief Legal Officer, Farglory Group · Supervisor, Far Glory Free Trade Zone Co., Ltd. (Corporate Representative) · Supervisor, Farglory Logistics Co., Ltd. (Corporate Representative) · Supervisor, Chi Xing Land Co., Ltd.
Independent Director	Su, Cheng-Tien	· Chairman, Taiwan Youth Hostel Co., Ltd. · Chairman, Chu Tour Co., Ltd.
	Chou, Yin-Chung	· Independent Director, Audit Committee Member, and Remuneration Committee Member, Axcen Photonics Corporation · Director and Advisor, CTT Company Ltd. · Director, S.K. MACHINERY CO., LTD. · Supervisor, Watson Bell Co., Ltd. · Director, EC Creative Technology Corp.

Appendix 1

Farglory Hotel Co., Ltd.
Articles of Incorporation

Chapter 1. General Provisions

Article 1: The Company is incorporated in accordance with the provisions governing companies limited by shares under the Company Act, and is named “Farglory Hotel Co., Ltd.” in English and “遠雄悅來大飯店股份有限公司” in Chinese.

Article 2: The Company’s business services are as follows:

1. A201040 Forest Recreation Area Operators
2. F201010 Retail Sale of Agricultural Products
3. F201030 Retail Sale of Fishery Products
4. F203010 Retail Sale of Food, Grocery and Beverage
5. F203020 Retail Sale of Tobacco and Alcohol
6. F204110 Retail Sale of Cloths, Garments, Shoes, Hats, Umbrellas and Clothing Accessories
7. F205040 Retail Sale of Furniture, Bedding Kitchen Utensils and Fixtures
8. F206020 Retail Sale of Daily Commodities
9. F207030 Retail Sale of Cleaning Supplies
10. F208031 Retail Sale of Medical Apparatus
11. F208040 Retail Sale of Cosmetics
12. F209060 Retail Sale of Culture, Education, Musical Instruments and Educational Entertainment Supplies
13. F210010 Retail Sale of Watches and Clocks
14. F210020 Retail Sale of Glasses
15. F214060 Retail Sale of Ship and Component Parts Thereof
16. F301010 Department Stores
17. F301020 Supermarkets
18. F399010 Convenience Stores
19. F399040 Retail Sale No Storefront
20. F401010 International Trade
21. F501030 Beverage Shops
22. F501050 Bars
23. F501060 Restaurants
24. F501990 Other Catering
25. G202010 Parking Area Operators
26. H703100 Real Estate Leasing
27. I103060 Management Consulting
28. I199990 Other Consulting Service
29. J602010 Performing Arts Activities
30. J701010 Electronic Game Arcades
31. J701020 Amusement Parks
32. J701030 Audiovisual and Singing
33. J701040 Recreational Activities Venue
34. J701080 Water Recreation Activities Operator
35. J702080 Bar
36. J801030 Athletics and Recreational Sports Stadium

37. J901011 Tourist Hotel
38. JA03010 Laundry
39. JB01010 Conference and Exhibition Services
40. JE01010 Rental and Leasing
41. JZ99020 Sauna
42. JZ99030 Photography
43. JZ99080 Beauty and Hairdressing Services
44. JZ99110 Body Shaping Beauty Services
45. ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.

Article 3: The Company's headquarters are located in Hualien County, and branches, factories or branch offices may be established domestically or abroad, if needed, subject to the resolution of the Board of Directors and the authorization of the competent authority.

Chapter 2. Shares

Article 4: The Company has stated capital of NT$4 billion equally divided into 400 million ordinary shares at a face value of NT$10 per share. The Board of Directors is authorized to issue any unissued shares in tranches.

Article 5: The Company's shares are registered, and signed or stamped by the Company's directors and issued after certification by a bank that is legally authorized to act as the issuer of shares. The Company is exempted from printing stock certificates when issuing shares and shall register the shares with a centralized securities depository institution.

Article 6: Shareholders shall enter their name and address and affix their seal on the signature card and then submit it to the Company for safe-keeping. Any receipt of dividends from or any written documents with the Company shall be based on said seal. The same shall apply in the event of any changes.

Article 7: The transfer of the Company's shares may not be made against the Company unless the transferee's name and domicile or residence is recorded in the Company's register of shareholders.

Article 8: The Company's shareholder services shall be handled in accordance with the Company Act, the Regulations Governing the Administration of Shareholder Services of Public Companies promulgated by the competent authority, and other relevant laws and regulations.

Article 9: Deleted.

Article 10: Except as provided for in the Company Act, the Company shall not redeem, buy back, or accept any of its outstanding shares as a security in pledge.

Article 11: Changes in the register of shareholders and share transfer may not be made within 60 days prior to the scheduled date of the annual shareholders' meeting, within 30 days prior to the scheduled date of an extraordinary shareholders' meeting, or within five days prior to the record date of the distribution of dividends, bonuses or other interests.

Chapter 3. Shareholders' Meetings

Article 12: The Company has two types of shareholders' meeting: annual general meeting of shareholders and extraordinary shareholders' meeting.

1. The annual general meeting of shareholders shall be held within six months after the end of each fiscal year.

2. An extraordinary shareholders' meeting may be convened at any time as needed.

Article 13: The Company shall notify its shareholders of the date, place, and reasons for the convening of such meetings no later tan 30 days before an annual general meeting of shareholders and no later than 15 days before an extraordinary shareholders' meeting.

Article 13-1 The Company may convene its shareholders' meeting by video or any other methods announced by the Ministry of Economic Affairs.

Article 14: Shareholders are entitled to one voting right per share—except for those shares without voting rights according to Article 179 of the Company Act.

Article 15: If a shareholder is unable to attend the shareholders' meeting, they may appoint a proxy to attend the meeting by issuing a letter of attorney. Use of the letter of attorney shall be subject to Article 177 of the Company Act and the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies promulgated by the competent authority.

Article 16: Resolutions at a shareholders' meeting shall, unless otherwise provided for in relevant laws and regulations, be adopted by a majority vote of the shareholders present, who represent more than one-half of the total number of voting shares.

Article 17: For shareholders' meetings convened by the board, the Chairperson shall preside over the meeting. In the absence of the Chairperson, one director shall be appointed by the Chairperson to preside over the meeting. If no such appointment is made, one director shall be designated from among all the directors to preside over the meeting. If the shareholders' meeting is convened by a person who is not a member of the board but has the right of convention, such person shall preside over the meeting. If there are two or more persons having the right of convention, one of them shall be designated to preside over the meeting.

Article 18: The resolutions at the shareholders' meeting shall be recorded in the meeting minutes, which shall be signed or sealed by the chair and distributed to all shareholders within 20 days of the meeting. The distribution of the meeting minutes in the preceding paragraph may be conducted via public disclosure. In addition to the date, month, year, venue, name of the chair, and method of resolution, the essentials and voting results of all resolutions shall be detailed in the meeting minutes. The minutes, together with the attendance register and letters of attorney, shall be retained in the Company or the stock agency.

Chapter 4. Directors and Audit Committee

Article 19: The Company shall have five to nine directors who shall be elected by the shareholders' meeting from among persons with legal capacity. They shall have a term of three years and may be re-elected. The shareholding ratio of all the directors is subject to the regulations of the competent authority in charge of securities exchange. Of the aforementioned directors, there must be a minimum of three independent directors (at least one of them shall possess accounting or financial expertise) and they must account for s minimum of one-fifth of the total number of directors.

The candidate nomination system is adopted for the election of directors. Shareholders shall elect and appoint directors from a list of director candidates. The nomination method shall be handled in accordance with the provisions of Article 192-1 of the Company Act.

Independent directors and non-independent directors shall be elected simultaneously, with the votes counted separately. The professional qualifications, shareholdings, restrictions on concurrent positions, and nomination and election methods for independent directors, as well as other matters to be complied with, shall be handled in accordance with the relevant regulations of the competent securities authority.

Article 19-1 The Company has established an Audit Committee in accordance with Article 14-4 of the Securities and Exchange Act. The indepented directors, together, form the Audit Committee. The number, term of office, and powers and duties of the members and the rules of procedure for the Audit Committee meetings shall be governed by the Audit Committee Charter with reference to the Regulations Governing the Exercise of Powers by Audit Committees of Public Companies.

Article 20: The directors form the Board of Directors. One Chairperson shall be elected by a majority of directors at a board meeting attended by more than two-thirds of all directors. The Chairperson shall be the chair of the shareholders' meeting and of board meetings, while representing the Company externally.

Article 21: The Board of Directors shall resolve important matters related to the implementation of business strategies. Board meetings may be convened and chaired by the Chairperson when necessary. If the Chairperson takes leave or is unable to perform their duties for some reason, the Chairperson shall appoint one of the directors to act on their behalf. If no director is appointed, one director shall be designated from among all the directors to act on behalf of the Chairperson.

Article 22: The reason for convening a board meeting shall be specified, and all directors shall be notified of the meeting, at least seven days in advance. However, in the event of an emergency, such meetings may be called at any time. Directors may be notified of a board meeting in writing or by e-mail or fax.

Article 23: Any director who is unable to be present at a board meeting for a specific reason may appoint another director to attend the meeting on their behalf by issuing a proxy detailing the scope of authorization based on the reasons for convening the meeting. However, each director may only act as proxy for one other director.

Article 24: Unless otherwise provided by the Company Act, resolutions shall only be adopted by a majority of the directors at a board meeting attended by a majority of directors.

Article 25: Deleted.

Article 26: The remuneration that the Company's directors shall receive for the execution of routine business shall be determined by the Board of Directors as authorized based on the degree of their participation in the Company's operations and the value of their contributions while referencing the current standards in the industry.

Article 27: Resolutions passed in a board meeting shall be recorded in the meeting minutes and signed or stamped by the chair and then distributed to the shareholders within 20 days of the meeting. In addition to the date, month, year, venue, name of the chair, and method of resolution, the essentials and voting results shall be detailed in the meeting minutes. The minutes, together with the attendance register and letters of attorney, shall be retained by the Company.

Chapter 5. Managerial officers

Article 28: The Company shall employ a number of managerial officers, and their appointment, dismissal, and remuneration shall be handled in accordance with Article 29 of the Company Act.

Chapter 6. Accounting

Article 29: The Company's fiscal year is from January 1 to December 31 every year.

Article 30: At the end of every fiscal year, the Board of Directors shall prepare the following documents and submit them to the annual general meeting of shareholders for approval.

1. Business Report.
2. Financial statements.
3. Proposal for earnings distribution or deficit compensation.

Article 31: To motivate employees and management, the Company shall, if there are profits at the end of the fiscal year after first covering any accumulated losses, resolve to distribute:

(1) Not less than 1% of the balance as employee compensation; (Of which, 85% to 90% shall be allocated as compensation distributed to entry-level employees.)
(2) Not more than 2% of the balance as directors' remuneration.

The employee compensation mentioned in the preceding paragraph shall be distributed in stock or cash as resolved by the Board of Directors, and the recipients of the compensation include employees of the Company's subsidiaries who meet certain criteria. The employee compensation and directors' remuneration distributio proposal shall be executed after being approved by the Board of Directors and reported to the shareholders' meeting.

Article 31-1 The Company is in a stage of stable growth. It will pursue sustainable operations and long-term development by keeping abreast of the changes in the internal and external environment. By considering the Company's future capital expenditure budget and to maintain stable dividend distribution, the Company shall compensate cumulative deficit (including adjustment to undistributed earnings) in the event of net income after tax for the current period based on the annual final statements. The amounts to be distributed are as follows:

1. The Company shall provide 10% of the balance for the legal reserve, unless the cumulative legal reserve has reached the amount of the Company's paid-in capital.
2. When necessary, the Company may provide an amount for or reverse the special reserve as per a resolution adopted by the shareholders' meeting and the laws and regulations.
3. The remaining balance, together with undistributed earnings at the beginning of the period, shall be the cumulative distributable earnings for shareholders and may be distributed as stock and cash dividends; however, cash dividends distributed may not be less than 20% of the total dividends to be distributed.
4. When distributing earnings, an appropriate amount may be withheld depending on current and future circumstances.

After drawing up an earnings distribution proposal as per the above-mentioned principles, the Board of Directors shall submit it to the shareholders' meeting for resolution.

Chapter VII Supplementary Provisions

Article 32: The Company's organizational rules and enforcement rules shall be determined by the Board of Directors separately.

Article 33: Due to business needs, the Company may handle endorsements and guarantees in accordance with the Company's Procedures for Loaning of Funds and Endorsements/Guarantees.

Article 34: Matters not specified in the Articles of Incorporation shall be handled in accordance with the Company Act and relevant laws and regulations.

Article 35: The Articles of Incorporation were formulated on October 12, 1990.

The 1st amendment was made on December 20, 1990.
The 2nd amendment was made on May 2, 1991.
The 3rd amendment was made on March 6, 1993.
The 4th amendment was made on June 28, 1996.
The 5th amendment was made on June 16, 1999.
The 6th amendment was made on May 18, 2000.
The 7th amendment was made on June 22, 2001.
The 8th amendment was made on June 25, 2002.
The 9th amendment was made on September 16, 2002.
The 10th amendment was made on June 29, 2005.
The 11th amendment was made on October 27, 2005.
The 12th amendment was made on June 28, 2006.
The 13th amendment was made on June 27, 2007.
The 14th amendment was made on June 23, 2009.
The 15th amendment was made on September 30, 2009.
The 16th amendment was made on June 23, 2010.
The 17th amendment was made on November 2, 2010.
The 18th amendment was made on June 23, 2011.
The 19th amendment was made on June 22, 2012.
The 20th amendment was made on December 11, 2012.
The 21st amendment was made on May 27, 2015.
The 22nd amendment was made on May 24, 2016.
The 23rd amendment was made on May 27, 2020.
The 24th amendment was made on August 11, 2021.
The 25th amendment was made on May 25, 2022.
The 26th revision was made on May 28, 2025.

Appendix 2

Farglory Hotel Co., Ltd.

Rules Governing Shareholders' Meetings

Article 1 The shareholders' meeting of the Company, unless otherwise specified by laws, shall be subject to these Rules.

Article 2 The shareholders referred to in these Rules refers to the shareholders and their proxies.

Article 3 The shareholders attending the meeting shall submit their sign-in cards in lieu of signing in. When a sign-in card is submitted to the Company, each shareholder or proxy indicated on the sign-in card shall be deemed to have attended the meeting in person.

Article 4 Shares shall be the basis for determining the attendance and voting at shareholders' meetings.

When an institutional shareholder is appointed as a proxy to attend the shareholders' meeting, such institutional shareholder may appoint only one representative to the meeting.

When an institutional shareholder appoints two or more representatives to attend the shareholders' meeting, only one of the representatives so appointed may speak on any singulare proposal.

Article 5 The venue of the shareholders' meeting shall be the Company's premises or a place easily accessible to shareholders and suitable for holding a shareholders' meeting. The meeting shall not begin earlier than 9 a.m. or later than 3 p.m. Independent directors' opinions about the venue and time of the meeting shall be fully considered.

The Company may convene its shareholders' meeting by video or any other methods announced by the Ministry of Economic Affairs. Shareholders who participate in the shareholders' meeting by video are deemed to be present in person.

When the Company convenes the shareholders' meeting by video, it is not subject to the provision on the venue in the preceding paragraph.

Article 6 Shareholders' meetings convened by the Board of Directors shall be chaired by the Chairperson. If the Chairperson is on leave, the Chairperson shall appoint one of the directors to act on their behalf. If no director is appointed, one director shall be designated from among all the directors to preside over the meeting.

Where the chair is served by a director in the preceding paragraph, the director shall have been in office for more than six months and understand the Company's financial and business conditions. The same shall apply if the chair is the representative of a juristic person director.

If the shareholders' meeting is convened by a person who is not a member of the Board of Directors but has the right of convention, such person shall preside over the meeting. If there are two or more persons having the right to convene, they shall designate one person from among themselves to preside over the meeting.

Article 7 The chair shall call the meeting to order at the appointed meeting time. However, when attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that there are no more than two such postponements, for a combined total of no more than 1 hour. If the attending shareholders are fewer than the number required after the second postponement, and so the quorum is not met, the chair may announce an adjournmen.. However, if the attending shareholders represent more than one-third of the total outstanding shares after two postponements, they may reach a tentative resolution as per Article 175, Paragraph 1 of the Company Act.

If, by the end of the meeting, the attending shareholders represent a majority of the total outstanding shares, the chair may re-propose the tentative resolution for voting at the shareholders' meeting in accordance with Article 174 of the Company Act.

Article 8 If the shareholders' meeting is convened by the Board of Directors, the meeting agenda shall be set by the Board of Directors and all relevant proposals shall be put to a vote. 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 shareholders' meetings convened by a party with the power to convene other than the Board of Directors.

The chair may not, without approval of the shareholders' meeting, announce adjournment of the meeting before a resolution is reached on all items of the meeting agenda (including extemporary motions). If the chair announces adjournment of a meeting in violation of the Rules, the attending shareholders representing a majority of the voting rights may elect a new chair to continue the meeting.

Article 9 Before any attending shareholders delivers a statement, the chair shall have the shareholder submit a speaker's slip containing the purpose of statement, account number (or attendance card number), and account name. The chair shall determine the order in which the shareholders deliver statements.

Any shareholder who has only submitted a speaker's slip shall be deemed to have not delivered any statement. In the event of inconsistencies between the oral statement and the speaker's slip, the oral statement shall prevail.

Even if a shareholder has restricted the rights of their proxy in the letter of attorney or by other methods, the oral statement or voting by the proxy shall apply no matter whether such restriction is known to the Company or not.

Article 10 Except with the consent of the chair, a shareholder may not speak more than twice on the same proposal, and each single speech may not exceed five minutes.

Where a shareholder speaks beyond specified time limit or number of speeches or beyond the scope of the agenda item, the chair may terminate the speech.

When a shareholder has the floor, other shareholders may not interfere without the consent of the chair or the shareholder who holds the floor. The chair shall stop any interference.

Those who do not obey the chair's orders in the preceding two paragraphs shall be handled according to Article 19, Paragraph 2.

If the shareholders' meeting is convened by video, the shareholders participating in said meeting by video may ask questions in text form on the video conference platform after the chair calls the meeting to order and before the chair adjourns the meeting. The number of questions raised for each proposal shall not exceed two, and they shall not exceed 200 words per question. The provisions under the first and second paragraphs shall not apply.

If the question mentioned in the preceding paragraph is not in violation of the rules nor outside the scope of the proposal, it is advised to disclose the question on the video conference platform for everyone to see.

Article 11 After an attending shareholder finishes speaking, the chair may respond either in person or through a designated person.

Article 12 No discussion or voting shall be conducted with respect to issues other than proposals. The chair may stop the discussion on a proposal when finding the issue is ready for voting.

For motions closed to discussion and put to a vote, ballots may be cast on multiple proposals at the same time and the votes shall be counted for each proposal separately.

Article 13 Unless otherwise provided for in the Company Act and the Articles of Incorporation, resolution shall be passed by a majority vote at a meeting attended by shareholders who represent a majority of the voting rights.

Where a proposal is put forward together with its amendment or alternative, the chair shall decide the order of voting. If one of the proposals is adopted, the other proposals shall be deemed to have been rejected, and no further voting is required.

Where a shareholders' meeting is convened by means of a video conference, the vote counting shall be conducted in a single process after the chair announces the end of voting, and the results of voting and elections shall be announced.

When shareholders, solicitors, or proxies who have registered to attend the shareholders' meeting by video convened by the Company wish to attend the physical shareholders' meeting in person, they shall cancel the registration using the same method they used to register no later then two days before the shareholders' meeting is convened. If they fail to cancel the registration prior to the deadline, they may only attend the shareholders' meeting by video.

Those who exercise their voting rights in writing or by electronic means without revoking their expression of intent and participate in the shareholders' meeting by video may not exercise their voting rights on the same proposal or propose amendments to the same proposal or exercise their voting rights for amendments to the same proposal, except for extemporary motions.

Article 14 Where there is an election of directors or supervisors at the shareholders' meeting, it shall be handled in accordance with the election rules set out by the Company, and the election results (including the list of elected directors, supervisors, and the number of voting rights they won) shall be announced on the spot at the shareholders' meeting.

Where the reasons for convening a shareholders' meeting have indicated an election of directors and the date of taking office, the shareholders' meeting may not, by an extempore motion or otherwise, change the date of taking office once such an election has been completed at that meeting.

Article 15 Scrutineers and vote-counting personnel shall be designated by the chair, provided that all scrutineers shall be shareholders of the Company. The counting of votes for resolutions or elections at shareholders' meetings shall be conducted in public at the venue of the shareholders' meeting, and after the vote counting is finished, the voting results shall be announced on the spot, including the number of voting rights, and a record shall be made.

Article 16 Resolutions at a shareholders' meeting shall be recorded in the meeting minutes, which shall be signed or sealed by the chair and distributed to all shareholders within 20 days of the meeting. The distribution of the meeting minutes in the preceding paragraph may be conducted via public disclosure.

In addition to the date, month, year, venue, name of the chair, and method of resolution, the essentials and voting results (including the number of voting rights counted) of all resolutions shall be recorded in the meeting minutes. In the event of an election of directors, the number of votes obtained by each elected director shall be disclosed. The meeting minutes shall be kept for the existence of the Company. Attending shareholders' attendance book or sign-in cards and the letters of attorney for attendance by proxy shall be kept for one year.

Article 17 The Company may appoint retained attorneys, certified public accountants, or relevant personnel to participate in the shareholders' meeting in a non-voting capacity and answer questions during the meeting. Each of the personnel handling the administrative affairs of the shareholders' meeting shall wear an ID badge.

Article 18 The Company's shareholders' meetings must be audio and video recorded, and kept 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.

Article 19 The chair may direct proctors or security personnel to help maintain order at the meeting. When proctors or security personnel help maintain order at the meeting place, they shall wear an armband bearing the word "Proctor" or an ID badge.

Shareholders shall follow the instructions of the chair, proctors, or security personnel with respect to the maintenance of order. The chair, proctors, or security personnel may remove any person who interferes with the meeting and does not follow the instructions for order.

Article 20 When a meeting is in progress, the chair may announce a break based on time considerations.

Article 21 Any matters not provided for in these Rules shall be subject to the Company Act and other relevant laws and regulations.

Article 22 These Rules, and any amendments hereto, shall be implemented after adoption by the shareholders' meeting.

Article 23 These Rules were formulated on June 25, 2002.

The 1st amendment was made on June 30, 2003.

The 2nd amendment was made on June 28, 2006.

The 3rd amendment was made on June 22, 2012.

The 4th amendment was made on June 18, 2013.

The 5th amendment was made on May 27, 2020.

The 6th amendment was made on May 25, 2022.

Appendix 3

Farglory Hotel Co., Ltd.

Regulations Governing Election of Directors

Article 1: Any election of the Company's directors shall be held in accordance with this Regulations and applicable laws and regulations.

Article 2: An election of the directors of the Company shall be held under a system of cumulative voting. Each share shall have a number of voting rights equal to the number of directors to be elected. Such voting rights may be cast for a single candidate or among multiple candidates.

Article 3: Before the voting begins, the chairperson shall appoint several vote monitoring and counting personnel to take charge of relevant tasks. The vote monitoring person shall be a shareholder.

Article 4: Based on the number of directors set forth in the Articles of Incorporation, the voting rights for independent and non-independent directors shall be calculated separately. Candidates receiving ballots representing the higher numbers of voting rights shall be elected by order of the number of voting rights.

Where two or more candidates in the election under the preceding paragraph have received the same number of voting rights and the number of elected directors or supervisors has exceeded the available seats, they shall draw lots to determine the winner. If any of them is absent, the chairperson shall draw lots on their behalf.

Article 5: The Board of Directors shall prepare election ballots and specify on each ballot the number of its voting rights. The ballots shall then be distributed to the shareholders attending the shareholders' meeting. The attendance card number printed on each ballot may be used for the registration of a voter.

Article 6: The overall composition of the Board of Directors shall be taken into consideration for an election of the directors of the Company. The composition of the Board of Directors shall be determined by taking diversity into account and formulating an appropriate diversity policy based on the Company's business operation, business type, and development needs. It is advised that such a policy include, but is not limited to, the following two categories of criteria:

1. Basic requirements and values: Gender, age, nationality and culture.
2. Professional knowledge and skills: Professional background (e.g., law, accounting, industry, finance, marketing or technology), professional skills, and industrial experience.

Members of the Board of Directors shall possess the necessary knowledge, skills, and experience for performing their duties. They shall possess the following abilities:

1. Operational decision making.
2. Accounting and financial analysis.
3. Operational management.
4. Risk management.
5. Industrial knowledge.
6. Global market perspective.
7. Leadership.
8. Decision-making

Article 7: A ballot is deemed invalid under any of the following circumstances:

A ballot not prepared by the person who has the right to convene the meeting has been used.

A blank ballot has been cast into the ballot box.
The handwriting on the ballot is unclear and indecipherable or has been altered.
The candidate indicated does not conform to the list of director candidates.
Words other than the number of voting rights allocated have been written on a ballot.

Article 8: The ballots shall be counted in public immediately after the end of voting. The chairperson shall announce the election results, including a list of elected directors and the numbers of voting rights they have received.
The ballots for an election under the preceding paragraph shall be sealed with the signatures of the voting monitors 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 recording shall be retained until the conclusion of the litigation.

Article 9: Matters not provided in these Regulations shall be subject to the Company Act, the Articles of Incorporation, and other applicable laws and regulations.

Article 10: The Rules and the amendments thereto shall come into enforcement after being approved at the shareholders' meeting.

Article 11: Date of Adoption: April 16, 2002
Date of 1st amendment: April 29, 2004
Date of 2nd amendment: June 27, 2007
Date of 3rd amendment: June 18, 2013
Date of 4th amendment: May 27, 2020
Date of 5th amendment: May 24, 2023

Appendix 4

Farglory Hotel Co., Ltd.

Shareholding of All Directors

1. The Company’s paid-in capital is in the amount of NT$1,050,000,000, and 105,000,000 shares have been issued.
2. The minimum number of shares held by all directors shall be 8,000,000 shares.
3. The number of shares held by directors individually and as a whole as recorded in the register of shareholders as of the book closure date for the annual general meeting of shareholders is as follows:

The number of shares held by directors individually and as a whole

As of March 23, 2026

<table>
<tr><th>Title</th><th>Account name</th><th>Shareholding</th><th>Percentage</th></tr>
<tr><td>Chairman</td><td>Farglory International Investment Co., Ltd. Representative: Wu, Hsiang-Sheng</td><td rowspan="2">15,098,206 shares</td><td rowspan="2">14.38%</td></tr>
<tr><td>Director</td><td>Farglory International Investment Co., Ltd. Representative: Jao, Ming-Chang</td></tr>
<tr><td>Director</td><td>Fareast Land Development Co., Ltd. Representative: Hung, Hsien-Te</td><td rowspan="2">38,582,973 shares</td><td rowspan="2">36.75%</td></tr>
<tr><td>Director</td><td>Fareast Land Development Co., Ltd. Representative: Chen, Mei-Ling</td></tr>
<tr><td>Independent director</td><td>Su, Cheng-Tien</td><td>0 shares</td><td>-</td></tr>
<tr><td>Independent director</td><td>Lin, Cheng-Sung</td><td>0 shares</td><td>-</td></tr>
<tr><td>Independent director</td><td>Chou, Yin-Chung</td><td>0 shares</td><td>-</td></tr>
<tr><td colspan="2">Total directors' shareholdings</td><td>53,681,179 shares</td><td>51.13%</td></tr>
</table>

Note: Since the Company has set up the Audit Committee, the legal requirements for the minimum number of shares held by supervisors are not applicable.

FARGLORY

Hualien

Hotel