Stock Code:2722

Chateau International Development Co., Ltd.

2023 Annual Meeting of Shareholders

Handbook

Type: Physical Shareholders Meeting

Time: 10:00 a.m. on Wednesday, May 30, 2023

Place: Hotel Château Anping (No. 47, Xinjian Rd., South Dist., Tainan City)

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Chateau International Development Co., Ltd.

Procedure for the 2023 Annual Meeting of Shareholders

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II. Meeting Agenda

Chateau International Development Co., Ltd.

Agenda of 2023 Annual Meeting of Shareholders

Time: 10:00 a.m. on Tuesday, May 30, 2023

Place: No. 47, Xinjian Rd., South Dist., Tainan City (Hotel Château Anping)

1. Call the Meeting to Order (report the total shares represented by shareholders present in person or by proxy and the attendance rate)

2. Chairperson Remarks

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4. Acknowledged Items
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   - B. Adopt 2022 Profit Distribution

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   - B. The proposal of Release the Prohibition on Directors from Participation in Competitive Business

6. Other Matters and Extempore Motion

7. Adjournment

Report items

1. 2022 Business report

Explanation:

Please refer to Annex 1 on pages 8-10 for the company's 2022 annual business report,

2. Audit Committee's Review Report

Explanation:

Please refer to Annex 2 on page 11 for the Audit Committee Audit Report.

3.The Status of Endorsement and Guarantee and Loaning of Funds to Others in 2022.

Explanation:

(I) There are no endorsements and guarantees in 2022.

(II) There is no loaning of funds to others in 2022.

4. To report 2022 employee and director remuneration distribution situation, 2022 director's individual remuneration, the company's remuneration policy and the relationship between remuneration and performance evaluation results.

Explanation:

(I) The 10th Board of Directors of the Company approved the distribution of employees' remuneration and directors' remuneration for the year 2022 during the 2023 first board of directors' meeting held on February 24, 2023, which is described as follows:

1. Employee' compensation: NT$1,937,819, paid in cash.
2. Directors' compensation: NT$67,500, paid in cash.

(II) Please refer to Annex3 on pages 12-15 for the company's 2022 director's individual remuneration, the company's remuneration policy and the relationship between remuneration and performance evaluation results.

5. Report on significant related party transactions in 2022

Explanation:

There is no significant related party transactions in 2022.

6. Report on the amendment to "Rules of Procedure for Board of Directors Meetings".

Explanation:

(I) Amendment was made in accordance with “Regulations Governing Procedure for Board of Directors Meetings of Public Companies” and “Sample Template for XXX Co., Ltd. Rules of Procedure for Board of Directors Meetings” and the official document, Ref. No. Tai-Cheng-Shang-Yi-Tzu-1110015595 dated August 8, 2023 issued by Taiwan Stock Exchange Corporation.

(II) This procedure shall be implemented after being approved by the board of directors, and shall be reported to the shareholders' meeting of the company.

(III) Please refer to Annex4 on page 16~35 for the comparison table of the amended “Rules of Procedure for Board of Directors Meetings”.

7. Report on other matters

Acknowledged Items

1. Adopt 2022 Business Report and Financial Statements.

(Proposed by the Board of Directors)

Explanation:

1. 2022 Financial Statements were audited by accountants, LI, CHI CHEN and YANG, CHAO CHIN of Deloitte & Touche with audit reports provided.
2. The accompanying Financial Statements and Business Report were audited by Audit Committee and have been approved by first Board meeting in 2023 of the 10th Board of Directors. (Please refer to Annex 1, 5 and Annex 6 on page 8~10 and 36~56)
3. Please adopt the proposal.

Resolution:

2. Adopt 2022 Profit Distribution.

(Proposed by the Board of Directors)

Explanation:

1. The net profit after tax for 2022 was NT$154,294,844 and included in the current year's actuarial profit and loss NT$1,070,037 and disposal of equity instrument investment losses measured at fair value through other comprehensive income NT$2,950,914. After setting aside NT$15,241,397 for legal reserve and NT$30,482,793 for special reserve, the Company has NT$171,507,713 available for distribution for the year ended December 31, 2022.
2. We proposed shareholders' bonus of NT$133,827,553 (NT$0.6 cash dividend and NT$0.6 stock dividend per share). The undistributed surplus after distribution is NT$37,680,160.
3. The Board of Directors is authorized to set the ex-right and ex-dividend base date, dividend payment date and other related matters after the resolution of the shareholders' meeting.
4. Please refer to Annex 7 on page 57 for Profit Distribution Table.
5. Please adopt the proposal.

Resolution:

Matters for Discussion

1. The proposal of the 2022 surplus profit distributed in the form of new shares for capital increase.

(Proposed by the Board of Directors)

Explanation:

1. Considering the needs of the Company future business development, it is proposed to proceed capitalization of retained earnings amounting to NT$66,913,770 in 6,691,377 new shares.
2. It is proposed to allocate NT$66,913,770 from the shareholders' dividend appropriated by 2022 retained earnings for capitalization and issuance of new shares. According to the shareholding percentage registered on the shareholders list on the ex-dividend date, the issuance of new shares as stock dividends will be 60 shares.
3. Fractional shares of insufficient for one new share (be rounded to the whole dollar amount), within 5 days from the book closure date of ex-rights date, the fractional percentages of the original shares being held by several shareholders may be combined for joint subscription of one or more integral new shares. Authorize the chairman to contact a designated person to subscribe for the remaining shares.
4. After the proposal is submitted to the competent authority once resolved by the Regular Shareholders' Meeting, the Board Meeting will be held to resolve the agenda of capitalization of retained earnings and the base date of issuance of new shares. The rights and obligation to subscription of new shares are the same as the original shares, and issued in scripless form.
5. If any of related affairs of capitalization of retained earnings is amended in accordance with the provisions of laws and regulations or authority competent and changed due to the operational evaluation of objective environmental factors, it is proposed to report to the Shareholders' Meeting to authorize the Board of Directors for handling.
6. If the change of the Company's share capital affects the outstanding shares, and the shareholders' dividend rate is required for the amendment due to this change, it is proposed to report to the Shareholders' Meeting to authorize the Board of Directors for handling.
7. Please vote for approval.

Resolution:

2. Proposal for Release the Prohibition on Directors from Participation in Competitive Business.

(Proposed by the Board of Directors)

Explanation:

1. According to Article 209 of the Company Law, "A director who does anything for himself or on behalf of another person that is within the scope of the company's business, shall explain to the meeting of shareholders the essential contents of such an act and secure its approval.".
2. In order to open up market opportunities and promote performance growth, if the directors need to act for themselves or others within the company's business scope, without prejudice to the interests of the company, the company proposes to lift the non-compete restriction on new directors.

3. Please refer to Annex 8 on page 58~59 for the details of the positions of directors and their representatives (including independent directors) for lifting the non-compete restriction.
4. Please vote for approval.

Resolution:

Other Matters

Extempore Motion

Adjournment

【Annex 1】

2022 Business report

With the increase in vaccination rate, sufficient medical and material preparations, and under control of the epidemic, taking into account both economic development and the normal life of the people, the government has taken the challenge of co-existing with the virus. The government announced the relaxation of border controls on March 7, 2022, taking the first step in unblocking and co-existing. According to statistics from the Tourism Bureau, the number of tourists going abroad and visiting Taiwan in 2022 increased by 311.92% and 537.79% compared with the same period. In 2022, the room occupancy rate increased by 14.47% compared with the same period, the average room price increased by NT$412, and the total operating income increased by 34.97%. Thanks to the efforts of all staff, the company's consolidated annual room occupancy rate increased by 12.39%, the average room rate increased by NT$998, and the total operating income increased by 42.19%.

I. We would like to report our business results for the year 2022 as follows:

(I) Business Plan Implementation Results

1. Guest rooms:

The Company’s consolidated guest room division received 292,563 visitors in 2022, a increase of 52,625 visitors or 21.93% compared to 2021. The room occupancy rate was 71.44% for Château Beach Resort, 64.69% for Hotel Château Anping and 47.13% for Château Rich Hotel, a subsidiary of the Company. Total revenue for the Rooms Division was NT$637,002 thousand, a increase of NT$208,288 thousand or 48.58% compared to 2021.

2. Restaurants:

The Company’s consolidated restaurant division reported revenue of NT$191,119 thousand in 2022, a increase of NT$38,963 thousand or 25.61% compared to 2021.

3. Operating Revenue:

The Company’s consolidated annual revenue for 2022 totaled NT$835,940 thousand, a increase of NT$248,022 thousand or 42.19% compared to 2021.

(II) Budget Performance Report:

There are no public financial predictions for the year 2021, therefore, they are not applicable.

(III) Financial Reporting

1. Net Assets and Liabilities:

As of December 31, 2022, the Company had total consolidated assets of NT$2,786,229 thousand, total consolidated liabilities of NT$736,962 thousand, or 26.45% of total assets, and total consolidated equity of NT$2,049,267 thousand, or 73.55% of total consolidated assets.

2. Profit and Loss:

In 2022, the Company's consolidated operating and non-operating revenues amounted to NT$853,537 thousand, consolidated operating and non-operating expenses amounted to NT$667,323 thousand, and consolidated net income before tax amounted to NT$186,214 thousand.

(IV) Financial Income and Expenses and Profitability

Item	2022	2021
Operating revenue	835,940	587,918
Operating margin	434,904	219,716
Net profit or loss	148,732	15,537

(V) Research Development Status: Not applicable.

II. Outline of 2023 business plan and future development strategy

Starting from the blue brimless ocean of Kenting, the bright sunshine has nurtured the friendly character of Château Hotels & Resorts conveying a touching feel. In 2018, the company launched a new brand "Hotel Chateau", with the main axis of "roaming around the new city with you", providing all travelers with a "comfortable, enjoyable and friendly" accommodation experience. The first stop is located in Tainan Castle Town, which is full of history, culture and humanity. The hotel combines the leisure atmosphere of the Château Hotels & Resorts with the cultural and scenic features of Castle Town to create 104 comfortable rooms, diversified dining spaces and new living complexes, fusing humanity and fashion, and sensing the new experience of multi-level energy-saving and carbon-reducing green energy.

In addition to adding the ancient city of Tainan and culinary tours to provide more diversified choices for our guests, our company continues to make efforts to combine the local characteristics of culture and natural resources by participating in the special activities in Kenting organized by the Kenting National Park Administration and cooperating with various community development associations in Hengchun to promote eco-tourism itineraries; we also actively cooperate with the Pingtung Forestry Administration of the Pingtung County Forestry Bureau to promote the special ecology of the Hengchun Peninsula and In the promotion of eco-education policy. Through the Shuangliu Nature Education Center of the Forestry Bureau, we integrate the ecological and humanistic environment, conduct eco-tourism study activities, train internal lecturers, and promote environmental and ecological conservation; actively use "tourism" as an "integration platform", and strengthen the results of cross-region and cross-industry integration links through cross-region, integration, linkage, and alliance, and develop in-depth value-added tourism.

In order to receive tourists with a new look, the subsidiary, Château Rich Hotel, has been renovated in 2021 and is scheduled to open in the third quarter of 2023. Mainly for the renovation of the guest rooms, addition of the bakery department, the coffee bar and the recreation room (gym). The number of rooms has been increased from 54 to 93 and 61 beds have been added for backpackers, offering a wide range of rooms at low, medium and high prices. In order to increase the added value of the hotel and the source of revenue from food and beverage, a bakery department, a coffee bar and a recreation room (gym) are planned to be added, hoping that the hotel will become the first choice when left off at Tainan Railway Station (Tainan Chihkan Cultural Zone) in the future.

III. The effect on the company from external competitive environment, regulatory environment and overall business environment

According to the latest forecast released by the Taiwan Economic Research Institute (TEI) in January 2023, the domestic economic growth rate in 2023 was 2.58%. Due to the impact of mutant virus, Russia-Ukraine war, high inflation and climate change, domestic interest rates have been raised several times to combat inflation, and the weakening economic growth will continue until 2024. Fortunately, the scale of the government's public construction budget is at a record high, coupled with the strong private consumption, and benefiting from the continuous relaxation of domestic epidemic prevention control measures and the opening of borders, Chinese consumption is expected to increase significantly.

IV. Future Development Strategy

On the basis of sustainable development and SDGs, sustainable tourism has become one of the key themes. The tourism industry is known as a no-smoke industry, but before the epidemic, the dense flow of travelers and rapid growth also caused carbon emissions and various environmental pollution. When the epidemic is becoming normal and the world's borders are gradually opening up, sustainable tourism is once again being valued.

We believe that the most important value of sustainability is the mentality and behavior that can be imagined for the future, and it is also a gift that you and I can leave behind. In order to cooperate with the government's people-oriented and create a balanced development of LOHAS home, we experience local culture and food through in-depth tourism. It is hoped that through local tourism, ecotourism and green tourism, re-empowering tourism will become a positive action.

In the future, while striving to generate greater profits, the company will continue to uphold the spirit of giving back to the community by participating in community development and charity-related activities. We believe that with the efforts of our management team, we will be able to achieve our goals. Once again, we thank our shareholders for their long-term support and guidance.

【Annex 2】

Audit Committee's Review Report

The Board of Directors has prepared the Company's 2022 Business Report, Financial Statements, and proposal for allocation of earnings. The CPA firm of Deloitte & Touche was retained to audit TSMC's Financial Statements and has issued an audit report relating to the Financial Statements. The Business Report, Financial Statements, and quarterly earnings allocation proposal have been reviewed and determined to be correct and accurate by the Audit Committee members of Taiwan Semiconductor Manufacturing Company Limited. According to relevant requirements of the Securities and Exchange Act and the Company Law, we hereby submit this report.

Chateau International Development Co., Ltd.

Chairman of the Audit Committee:

Sir Wei Fu-Quan

Feb. 24, 2023

【Annex 3】

The company's 2022 director's individual remuneration, the company's remuneration policy and the relationship between remuneration and performance evaluation results.

a. The company's 2022 director's individual remuneration:

Unit: NT$1000

Title	Name	Directors' Remuneration								Total amount and ratio of Total Remuneration (A+B+C+D) to Net Income		Relevant Remuneration Received by Directors Who are Also Employe								Amount and ratio of Total Compensation (A+B+C+D+E+F+G) to Net Income		Compensation Paid to Directors from an Invested Company Other than the Company's Subsidiary
		Base Compensation (A)		Severance Pay (B)		Bonus to Directors (C)		Allowances (D)				Salary, Bonuses, and Allowances (E)		Severance Pay (F)		Profit Sharing- Employee Bonus (G)						
		The Company	Companies in the consolidated financial statements (Note 7)	The Company	Companies in the consolidated financial statements	The Company	Companies in the consolidated financial statements	The Company	Companies in the consolidated financial statements (Note 7)	The Company	Companies in the consolidated financial statements (Note 7)	The Company	Companies in the consolidated financial statements (Note 7)	The Company	Companies in the consolidated financial statements (Note 7)	The Company		Companies in the consolidated financial statements (Note 7)		The Company	Companies in the consolidated financial statements (Note 7)	
																Cash	Stock	Cash	Stock			
Chairman	Guantian Investment Development Co., Ltd.	0	0	0	0	0	0	0	0	0 0.00%	0 0.00%	0	0	0	0	0	0	0	0	0 0.00%	0 0.00%	None
Chairman	Representative: CHEN, SIE-TONG	0	0	0	0	0	0	3	3	3 0.00%	3 0.00%	1,162	1,162	0	0	37	0	37	0	1,202 0.78%	1,202 0.78%	None
Director	Representative: YOU, GUO-FANG	0	0	0	0	0	0	27	27	27 0.02%	27 0.02%	975	975	50	50	20	0	20	0	1,073 0.70%	1,073 0.70%	None
Deputy Chairman	CHEN, CHUNG-HSIEN	0	0	0	0	0	0	27	27	27 0.02%	27 0.02%	408	408	73	73	5	0	5	0	513 0.33%	513 0.33%	1,890
Director	Zhongxin Development Co., Ltd.	0	0	0	0	8	8	87	87	95 0.06%	95 0.06%	0	0	0	0	0	0	0	0	95 0.06%	95 0.06%	None

Title	Name	Directors' Remuneration: Base Compensation (A): The Company	Directors' Remuneration: Base Compensation (A): Companies in the consolidated financial statements (Note 7)	Directors' Remuneration: Severance Pay (B): The Company	Directors' Remuneration: Severance Pay (B): Companies in the consolidated financial statements	Directors' Remuneration: Bonus to Directors (C): The Company	Directors' Remuneration: Bonus to Directors (C): Companies in the consolidated financial statements	Directors' Remuneration: Allowances (D): The Company	Directors' Remuneration: Allowances (D): Companies in the consolidated financial statements (Note 7)	Total amount and ratio of Total Remuneration (A+B+C+D) to Net Income: The Company	Total amount and ratio of Total Remuneration (A+B+C+D) to Net Income: Companies in the consolidated financial statements (Note 7)	Relevant Remuneration Received by Directors Who are Also Employe: Salary, Bonuses, and Allowances (E): The Company	Salary, Bonuses, and Allowances (E): Companies in the consolidated financial statements (Note 7)	Severance Pay (F): The Company	Severance Pay (F): Companies in the consolidated financial statements (Note 7)	Profit Sharing- Employee Bonus (G): The Company: Cash	Profit Sharing- Employee Bonus (G): The Company: Stock	Profit Sharing- Employee Bonus (G): Companies in the consolidated financial statements (Note 7): Cash	Profit Sharing- Employee Bonus (G): Companies in the consolidated financial statements (Note 7): Stock	Amount and ratio of Total Compensation (A+B+C+D+E +F+G) to Net Income: The Company	Amount and ratio of Total Compensation (A+B+C+D+E +F+G) to Net Income: Companies in the consolidated financial statements (Note 7)	Compensation Paid to Directors from an Invested Company Other than the Company' s Subsidiary
Director	Representative: CHANG, HUEI-RU	0	0	0	0	0	0	0	0	0 0.00%	0 0.00%	0	0	0	0	0	0	0	0	0 0.00%	0 0.00%	None
Director	CHEN, PIN-CHUN	0	0	0	0	8	8	84	84	92 0.06%	92 0.06%	0	0	0	0	0	0	0	0	92 0.06%	92 0.06%	None
Director	Zhongjia International Investment Co., Ltd.	0	0	0	0	8	8	60	60	68 0.04%	68 0.04%	0	0	0	0	0	0	0	0	68 0.04%	68 0.04%	None
Director	Representative: WENG, MING-HSIEN	0	0	0	0	0	0	18	18	18 0.01%	18 0.01%	0	0	0	0	0	0	0	0	18 0.01%	18 0.01%	None
Director	HSIN-SHIH TEXTILE CO., LTD.	0	0	0	0	8	8	35	35	43 0.03%	43 0.03%	0	0	0	0	0	0	0	0	43 0.03%	43 0.03%	None
Director	Representative: CHEN, MI-JYUAN	0	0	0	0	0	0	18	18	18 0.01%	18 0.01%	0	287	0	15	0	0	0	0	18 0.01%	320 0.21%	None
Director	DU, CIOU-PING	0	0	0	0	8	8	53	53	61	61	0	0	0	0	0	0	0	0	61	61	None

Title	Name	Directors' Remuneration: Base Compensation (A) – The Company	Base Compensation (A) – Companies in the consolidated financial statements (Note 7)	Severance Pay (B) – The Company	Severance Pay (B) – Companies in the consolidated financial statements	Bonus to Directors (C) – The Company	Bonus to Directors (C) – Companies in the consolidated financial statements	Allowances (D) – The Company	Allowances (D) – Companies in the consolidated financial statements (Note 7)	Total amount and ratio of Total Remuneration (A+B+C+D) to Net Income – The Company	Total amount and ratio of Total Remuneration (A+B+C+D) to Net Income – Companies in the consolidated financial statements (Note 7)	Relevant Remuneration Received by Directors Who are Also Employe: Salary, Bonuses, and Allowances (E) – The Company	Salary, Bonuses, and Allowances (E) – Companies in the consolidated financial statements (Note 7)	Severance Pay (F) – The Company	Severance Pay (F) – Companies in the consolidated financial statements (Note 7)	Profit Sharing- Employee Bonus (G) – The Company – Cash	Profit Sharing- Employee Bonus (G) – The Company – Stock	Profit Sharing- Employee Bonus (G) – Companies in the consolidated financial statements (Note 7) – Cash	Profit Sharing- Employee Bonus (G) – Companies in the consolidated financial statements (Note 7) – Stock	Amount and ratio of Total Compensation (A+B+C+D+E+F+G) to Net Income – The Company	Amount and ratio of Total Compensation (A+B+C+D+E+F+G) to Net Income – Companies in the consolidated financial statements (Note 7)	Compensation Paid to Directors from an Invested Company Other than the Company' s Subsidiary
										0.04%	0.04%									0.04%	0.04%	
Director	CHEN, LONG-FONG	0	0	0	0	8	8	50	50	58 0.04%	58 0.04%	0	0	0	0	0	0	0	0	58 0.04%	58 0.04%	None
Independent Director	WANG, HONG-CYUAN	0	0	0	0	8	8	105	105	113 0.07%	113 0.07%	0	0	0	0	0	0	0	0	113 0.07%	113 0.07%	None
Independent Director	JIAN, HAN-RU	0	0	0	0	8	8	68	68	76 0.05%	76 0.05%	0	0	0	0	0	0	0	0	76 0.05%	76 0.05%	None
Independent Director	WEI, FU-QUAN (Note 12)	0	0	0	0	8	8	68	68	76 0.05%	76 0.05%	0	0	0	0	0	0	0	0	76 0.05%	76 0.05%	None
Director	TSAI, TE-HSIANG	0	0	0	0	0	0	9	9	9 0.01%	9 0.01%	401	401	24	24	0	0	0	0	434 0.28%	434 0.28%	None
Independent Director	CHEN, LONG-FONG	0	0	0	0	0	0	37	37	37 0.02%	37 0.02%	0	0	0	0	0	0	0	0	37 0.02%	37 0.02%	None

b. The company's remuneration policy and the relationship between remuneration and performance evaluation results

The proportion of remuneration distributed by the directors of the company is in accordance with the provisions of Article 23 of the company's articles of association, and may be used as the remuneration of directors and supervisors for the current year within the limit of 1% of the profit of the current year. In order to regularly evaluate the remuneration of directors and supervisors and refer to the nomination for re-appointment, in addition to the annual evaluation results of the "Management Measures for the Performance Evaluation of the Board of Directors", the company will evaluate the degree of participation in the company's operations and individual performance contributions. Evaluation items such as directors' ethical conduct Risk events or other risk events that have a negative impact on the company's image, goodwill, personnel malpractice, etc., and calculate the remuneration ratio after comprehensive consideration of the target achievement rate, profit rate, operating efficiency, contribution, etc., and give reasonable remuneration, and Review the remuneration system of directors and supervisors and the reference for future nomination and re-appointment at any time according to the actual operating conditions and relevant laws and regulations.

【Annex 4】

Chateau International Development Co., Ltd.

Comparison Table of Amended Rules of Procedure for Board of Directors Meetings

Articles after Amendment	Articles before Amendment	Description
Article 1 (Basis for the adoption of these Rules) To establish a strong governance system and sound supervisory capabilities for this Corporation's board of directors and to strengthen management capabilities, these Rules are adopted pursuant to Article 2 of the Regulations Governing Procedure for Board of Directors Meetings of Public Companies.	**Article 1 (Basis for the adoption of these Rules)** To establish a strong governance system and sound supervisory capabilities for this Corporation's board of directors and to strengthen management capabilities, these Rules are adopted pursuant to Article 2 of the Regulations Governing Procedure for Board of Directors Meetings of Public Companies.	No amendment to this article.
Article 2 (Scope of these Rules) With respect to the board of directors' meetings ("board meetings") of this Corporation, the main agenda items, working procedures, required content of meeting minutes, public announcements, and other compliance requirements shall be handled in accordance with the provisions of these Rules.	**Article 2 (Scope of these Rules)** With respect to the board of directors' meetings ("board meetings") of this Corporation, the main agenda items, working procedures, required content of meeting minutes, public announcements, and other compliance requirements shall be handled in accordance with the provisions of these Rules.	No amendment to this article.
Article 3 (Convening and notice of board meetings) The board of directors shall meet at least quarterly. A notice of the reasons for convening a board meeting shall be given to each director before 7 days before the meeting is convened. In emergency circumstances, however, a board meeting may be	**Article 3 (Convening and notice of board meetings)** The board of directors shall meet at least quarterly. A notice of the reasons for convening a board meeting shall be given to each director before 7 days before the meeting is convened. In emergency circumstances, however, a board meeting may be called on shorter	In accordance with the Letter Tai-Zheng-Sheng-I-Zi No. 1110015595 dated August 8, 2022 from Taiwan Securities Exchange.

Articles after Amendment	Articles before Amendment	Description
called on shorter notice. The notice to be given under the preceding paragraph may be effected by means of electronic transmission with the prior consent of the recipients. All matters set forth under Article 12, paragraph 1 of these Rules shall be specified in the notice of the reasons for convening a board meeting. None of those matters may be raised by an extraordinary motion.	notice. The notice to be given under the preceding paragraph may be effected by means of electronic transmission with the prior consent of the recipients. All matters set forth under Article 12, paragraph 1 of these Rules shall be specified in the notice of the reasons for convening a board meeting. None of those matters may be raised by an extraordinary motion except in the case of an emergency or for other legitimate reason.	
Article 4 (Principles for determining the place and time of a board meeting) A board meeting shall be held at the premises and during the business hours of this Corporation, or at a place and time convenient for all directors to attend and suitable for holding board meetings.	**Article 6 (Principles for determining the place and time of a board meeting)** A board meeting shall be held at the premises and during the business hours of this Corporation, or at a place and time convenient for all directors to attend and suitable for holding board meetings.	Modify the order according to the content of " Regulations Governing Procedure for Board of Directors Meetings of Public Companies".
Article 5 (Meeting notification and meeting materials) The designated unit responsible for the board meetings of this Corporation shall be Financial Managing Department. The unit responsible for board meetings shall draft agenda items and prepare sufficient meeting materials, and shall deliver them together with the notice of the meeting. A director who is of the opinion that the	**Article 4 (Meeting notification and meeting materials)** The designated unit responsible for the board meetings of this Corporation shall be Financial Managing Department. The unit responsible for board meetings shall draft agenda items and prepare sufficient meeting materials, and shall deliver them together with the notice of the meeting. A director who is of the opinion that the	Modify the order according to the content of " Regulations Governing Procedure for Board of Directors Meetings of Public Companies".

Articles after Amendment	Articles before Amendment	Description
meeting materials provided are insufficient may request their supplementation by the unit responsible for board meetings. If a director is of the opinion that materials concerning any proposal are insufficient, the deliberation of such proposal may be postponed by a resolution of the board of directors.	meeting materials provided are insufficient may request their supplementation by the unit responsible for board meetings. If a director is of the opinion that materials concerning any proposal are insufficient, the deliberation of such proposal may be postponed by a resolution of the board of directors.	
Article 6 (Agenda items) Agenda items for regular board meetings of this Corporation shall include at least the following: 1. Matters to be reported: A. Minutes of the last meeting and action taken. B. Important financial and business matters. C. Internal audit activities. D. Other important matters to be reported. 2. Matters for discussion: A. Items for continued discussion from the last meeting. B. Items for discussion at this meeting. 3. Extraordinary motions.	**Article 10 (Agenda items)** Agenda items for regular board meetings of this Corporation shall include at least the following: 1. Matters to be reported: A. Minutes of the last meeting and action taken. B. Important financial and business matters. C. Internal audit activities. D. Other important matters to be reported. 2. Matters for discussion: A. Items for continued discussion from the last meeting. B. Items for discussion at this meeting. 3. Extraordinary motions.	Modify the order according to the content of "Regulations Governing Procedure for Board of Directors Meetings of Public Companies".
Article 7 (Matters requiring discussion at a board meeting) The matters listed below as they relate to	**Article 12 (Matters requiring discussion at a board meeting)** The matters listed below as they relate to	Modify the order according to the content of "Regulations Governing Procedure

Articles after Amendment	Articles before Amendment	Description
this Corporation shall be raised for discussion at a board meeting: 1. The Corporation's business plan. 2. Annual financial reports. 3. Adoption or amendment of an internal control system pursuant to Article 14-1 of the Securities and Exchange Act and assessment of the effectiveness of the internal control system. 4. Adoption or amendment, pursuant to Article 36-1 of the Securities and Exchange Act, of any handling procedures for material financial or business transactions, such as the acquisition or disposal of assets, derivatives trading, loans of funds to others, and endorsements or guarantees for others. 5. The offering, issuance, or private placement of equity-type securities. 6. If the board of directors does not have a managing director, the chairman shall be elected or dismissed. 7. The appointment or discharge of a financial, accounting, or internal audit officer. 8. A donation to a related party or a major donation to a non-related party, provided that a public-interest	this Corporation shall be raised for discussion at a board meeting: 1. The Corporation's business plan. 2. Annual financial reports. 3. Adoption or amendment of an internal control system pursuant to Article 14-1 of the Securities and Exchange Act and assessment of the effectiveness of the internal control system. 4. Adoption or amendment, pursuant to Article 36-1 of the Securities and Exchange Act, of any handling procedures for material financial or business transactions, such as the acquisition or disposal of assets, derivatives trading, loans of funds to others, and endorsements or guarantees for others. 5. The offering, issuance, or private placement of equity-type securities. 6. The appointment or discharge of a financial, accounting, or internal audit officer. 7. A donation to a related party or a major donation to a non-related party, provided that a public-interest donation of disaster relief that is made for a major natural disaster may be	for Board of Directors Meetings of Public Companies". In accordance with the Letter Tai-Zheng-Sheng-I-Zi No. 1110015595 dated August 8, 2022 from Taiwan Securities Exchange.

Articles after Amendment	Articles before Amendment	Description
donation of disaster relief that is made for a major natural disaster may be submitted to the following board of directors meeting for retroactive recognition. 9. Any matter that, under Article 14-3 of the Securities and Exchange Act or any other law, regulation, or bylaw, must be approved by resolution at a shareholders meeting or board meeting, or any material matter as may be prescribed by the competent authority. The term "related party" in subparagraph 8 of the preceding paragraph means a related party as defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers. The term "major donation to a non-related party" means an individual donation, or cumulative donations within a 1-year period to a single recipient, at an amount of NTD100 million or more, or at an amount equal to or greater than 1 percent of net operating revenue or 5 percent of paid-in capital as stated in the CPA-attested financial report for the most recent year. (In the case of a foreign issuer whose shares have no par value or a par value other than NT$10, 2.5 percent of shareholders' equity shall	submitted to the following board of directors meeting for retroactive recognition. 8. Any matter that, under Article 14-3 of the Securities and Exchange Act or any other law, regulation, or bylaw, must be approved by resolution at a shareholders meeting or board meeting, or any material matter as may be prescribed by the competent authority. The term "related party" in subparagraph 7 of the preceding paragraph means a related party as defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers. The term "major donation to a non-related party" means an individual donation, or cumulative donations within a 1-year period to a single recipient, at an amount of NTD100 million or more, or at an amount equal to or greater than 1 percent of net operating revenue or 5 percent of paid-in capital as stated in the CPA-attested financial report for the most recent year. (In the case of a foreign issuer whose shares have no par value or a par value other than NT$10, 2.5 percent of shareholders' equity shall be substituted for the calculation of the amount equal to 5 percent of paid-in capital required under this paragraph.)	

Articles after Amendment	Articles before Amendment	Description
be substituted for the calculation of the amount equal to 5 percent of paid-in capital required under this paragraph.) The term "within a 1-year period" in the preceding paragraph means a period of 1 year calculated retroactively from the date on which the current board of directors meeting is convened. Amounts already submitted to and passed by a resolution of the board are exempted from inclusion in the calculation. At least one independent director of this Corporation shall attend the meeting in person. With respect to the matters which must be approved by resolutions at a board meeting as provided in the first paragraph, any and all independent directors shall attend the meeting. Where an independent director is unable to attend the meeting, that independent director shall appoint another independent director to attend the meeting as proxy. If an independent director objects to or expresses reservations about such a matter, it shall be recorded in the board meeting minutes; if an independent director intends to express an objection or reservation but is unable to attend the meeting in person, then unless there is a legitimate reason to do otherwise, that director shall issue a written opinion in advance,	The term "within a 1-year period" in the preceding paragraph means a period of 1 year calculated retroactively from the date on which the current board of directors meeting is convened. Amounts already submitted to and passed by a resolution of the board are exempted from inclusion in the calculation. At least one independent director of this Corporation shall attend the meeting in person. With respect to the matters which must be approved by resolutions at a board meeting as provided in the first paragraph, any and all independent directors shall attend the meeting. Where an independent director is unable to attend the meeting, that independent director shall appoint another independent director to attend the meeting as proxy. If an independent director objects to or expresses reservations about such a matter, it shall be recorded in the board meeting minutes; if an independent director intends to express an objection or reservation but is unable to attend the meeting in person, then unless there is a legitimate reason to do otherwise, that director shall issue a written opinion in advance, which shall be recorded in the board meeting minutes.	

Articles after Amendment	Articles before Amendment	Description
which shall be recorded in the board meeting minutes.		
Article 8 (Principles with respect to the delegation of powers by the board) With the exception of matters required to be discussed at a board meeting under Article 7, paragraph 1, when the board of directors appoints a party to exercise the powers of the board in accordance with applicable laws and regulations or this Corporation's articles of incorporation, the levels of such delegation and the content or matters it covers shall be definite and specific, and carried out in accordance with the principles below: 1. Convene the board of directors and implement its resolutions. 2. Establish an effective and appropriate internal control system. 3. Select and supervise managers. 4. Review the company's management decisions and operating plans. 5. Oversee the company's operating results. 6. Assess, inspect, monitor and deal with various risks faced by the company. 7. Make sure the company follows relevant regulations.	**Article 17 (Principles with respect to the delegation of powers by the board)** With the exception of matters required to be discussed at a board meeting under Article 12, paragraph 1, when the board of directors appoints a party to exercise the powers of the board in accordance with applicable laws and regulations or this Corporation's articles of incorporation, the levels of such delegation and the content or matters it covers shall be definite and specific, and carried out in accordance with the principles below: 1. Convene the board of directors and implement its resolutions. 2. Establish an effective and appropriate internal control system. 3. Select and supervise managers. 4. Review the company's management decisions and operating plans. 5. Oversee the company's operating results. 6. Assess, inspect, monitor and deal with various risks faced by the company. 7. Make sure the company follows relevant regulations.	Modify the order according to the content of " Regulations Governing Procedure for Board of Directors Meetings of Public Companies".

Articles after Amendment	Articles before Amendment	Description
8. Plan the future development direction of the company. 9. Establish and maintain company image and fulfill social responsibility. 10. Selection and exchange of experts such as accountants or lawyers. 11. Drafting of drafts for capital increase or decrease, surplus distribution or loss make-up. 12. Determination of capital increase or capital reduction base date, cash dividend distribution base date, share allotment or stock subscription base date, changes in dividend distribution ratio, etc. 13. Other related matters.	8. Plan the future development direction of the company. 9. Establish and maintain company image and fulfill social responsibility. 10. Selection and exchange of experts such as accountants or lawyers. 11. Drafting of drafts for capital increase or decrease, surplus distribution or loss make-up. 12. Determination of capital increase or capital reduction base date, cash dividend distribution base date, share allotment or stock subscription base date, changes in dividend distribution ratio, etc. 13. Other related matters.	
Article 9 (Preparation of attendance book and other documents; attendance by proxy) When a board meeting is held, an attendance book shall be provided for signing-in by attending directors, which shall be made available for future reference. Directors shall attend board meetings in person. A director unable to attend in person may appoint another director to attend the meeting in his or her place in accordance with this Corporation's articles of incorporation. Attendance by	**Article 5 (Preparation of attendance book and other documents; attendance by proxy)** When a board meeting is held, an attendance book shall be provided for signing-in by attending directors, which shall be made available for future reference. Directors shall attend board meetings in person. A director unable to attend in person may appoint another director to attend the meeting in his or her place in accordance with this Corporation's articles of incorporation. Attendance by	Modify the order according to the content of " Regulations Governing Procedure for Board of Directors Meetings of Public Companies".

Articles after Amendment	Articles before Amendment	Description
videoconference will be deemed attendance in person. A director who appoints another director to attend a board meeting shall in each instance issue a proxy form stating the scope of authorization with respect to the reasons for convening the meeting. The proxy referred to in paragraph 2 may be the appointed proxy of only one person. The agent referred to in Paragraph 2 shall be limited to the entrustment of one person.	videoconference will be deemed attendance in person. A director who appoints another director to attend a board meeting shall in each instance issue a proxy form stating the scope of authorization with respect to the reasons for convening the meeting. The proxy referred to in paragraph 2 may be the appointed proxy of only one person.	
Article 10 (Chair and acting chair of a board meeting) Board meetings shall be convened and chaired by the chairperson of the board. However, with respect to the first meeting of each newly elected board of directors, it shall be called and chaired by the director that received votes representing the largest portion of voting rights at the shareholders meeting in which the directors were elected; if two or more directors are so entitled to convene the meeting, they shall select from among themselves one director to serve as chair. When the chairperson of the board is on leave or for any reason unable to exercise the powers of chairperson, the vice chairperson shall act in	**Article 7 (Chair and acting chair of a board meeting)** Board meetings shall be convened and chaired by the chairperson of the board. However, with respect to the first meeting of each newly elected board of directors, it shall be called and chaired by the director that received votes representing the largest portion of voting rights at the shareholders meeting in which the directors were elected; if two or more directors are so entitled to convene the meeting, they shall select from among themselves one director to serve as chair. When the chairperson of the board is on leave or for any reason unable to exercise the powers of chairperson, the vice chairperson shall act in	Modify the order according to the content of " Regulations Governing Procedure for Board of Directors Meetings of Public Companies".

Articles after Amendment	Articles before Amendment	Description
place of the chairperson; if there is no vice chairperson or the vice chairperson is also on leave or for any reason unable to exercise the powers of vice chairperson, the chairperson shall appoint one of the managing directors to act, or, if there are no managing directors, one of the directors shall be appointed to act as chair. If no such designation is made by the chairperson, the managing directors or directors shall select one person from among themselves to serve as chair. If the chairman of the board does not designate an agent, the managing director or one of the directors shall be appointed as an agent.	place of the chairperson; if there is no vice chairperson or the vice chairperson is also on leave or for any reason unable to exercise the powers of vice chairperson, the chairperson shall appoint one of the managing directors to act, or, if there are no managing directors, one of the directors shall be appointed to act as chair. If no such designation is made by the chairperson, the managing directors or directors shall select one person from among themselves to serve as chair. If the chairman of the board does not designate an agent, the managing director or one of the directors shall be appointed as an agent.	
Article 11 As merited by the content of a proposal to be put forward at a board meeting, personnel from a relevant department or a subsidiary may be notified to attend the meeting as non-voting participants. When necessary, certified public accountants, attorneys, or other professionals retained by this Corporation may also be invited to attend the meeting as non-voting participants and to make explanatory statements, provided that they shall leave the meeting when deliberation or voting takes place.	**Article 8 (Reference materials, non-voting participants, and holding board meetings)** When a board meeting is held, the management (or the designated unit responsible for the board meetings) shall furnish the attending directors with relevant materials for ready reference. As merited by the content of a proposal to be put forward at a board meeting, personnel from a relevant department or a subsidiary may be notified to attend the meeting as non-voting participants. When necessary, certified public accountants, attorneys, or other professionals	Modify the order according to the content of " Regulations Governing Procedure for Board of Directors Meetings of Public Companies".

Articles after Amendment	Articles before Amendment	Description
Article 12 If one-half of all the directors are not in attendance at the appointed meeting time, the chair may announce postponement of the meeting time, provided that no more than two such postponements may be made. If the quorum is still not met after two postponements, the chair shall reconvene the meeting in accordance with the procedures in Article 3, paragraph 2. The number of "all directors," as used in the preceding paragraph and in Article 17, paragraph 2, subparagraph 2, shall be counted as the number of directors then actually in office.	retained by this Corporation may also be invited to attend the meeting as non-voting participants and to make explanatory statements, provided that they shall leave the meeting when deliberation or voting takes place. The chair shall call the board meeting to order at the appointed meeting time and when more than one-half of all the directors are in attendance. If one-half of all the directors are not in attendance at the appointed meeting time, the chair may announce postponement of the meeting time, provided that no more than two such postponements may be made. If the quorum is still not met after two postponements, the chair shall reconvene the meeting in accordance with the procedures in Article 3, paragraph 2. The number of "all directors," as used in the preceding paragraph and in Article 16, paragraph 2, subparagraph 2, shall be counted as the number of directors then actually in office.	
Article 13 (Discussion of proposals) A board meeting shall follow the agenda given in the meeting notice. However, the agenda may be changed with the approval of a majority of directors in attendance at the board meeting. The chair may not	**Article 11 (Discussion of proposals)** A board meeting shall follow the agenda given in the meeting notice. However, the agenda may be changed with the approval of a majority of directors in attendance at the board meeting. The chair may not	Modify the order according to the content of " Regulations Governing Procedure for Board of Directors Meetings of Public Companies".

Articles after Amendment	Articles before Amendment	Description
declare the meeting closed without the approval of a majority of the directors in attendance at the meeting. At any time during the course of a board meeting, if the number of directors sitting at the meeting does not constitute a majority of the attending directors, then upon the motion by a director sitting at the meeting, the chair shall declare a suspension of the meeting, in which case Article 8, paragraph 5 shall apply mutatis mutandis.	declare the meeting closed without the approval of a majority of the directors in attendance at the meeting. At any time during the course of a board meeting, if the number of directors sitting at the meeting does not constitute a majority of the attending directors, then upon the motion by a director sitting at the meeting, the chair shall declare a suspension of the meeting, in which case Article 8, paragraph 5 shall apply mutatis mutandis.	
Article 14 (Voting, scrutineering and counting methods) When the chair at a board meeting is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chair may announce the discussion closed and call a vote. When a proposal comes to a vote at a board meeting, if no attending director voices an objection following an inquiry by the chair, the proposal will be deemed approved. If there is an objection following an inquiry by the chair, the proposal shall be brought to a vote. One voting method for proposals at a board meeting shall be selected by the chair from among those below, provided that when an attending director has an objection, the chair shall seek the opinion of the majority to	**Article 13 (Voting-I)** When the chair at a board meeting is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chair may announce the discussion closed and call a vote. When a proposal comes to a vote at a board meeting, if no attending director voices an objection following an inquiry by the chair, the proposal will be deemed approved. If there is an objection following an inquiry by the chair, the proposal shall be brought to a vote. One voting method for proposals at a board meeting shall be selected by the chair from among those below, provided that when an attending director has an objection, the chair shall seek the opinion of the majority to make a decision:	Modify the order according to the content of "Regulations Governing Procedure for Board of Directors Meetings of Public Companies".

Articles after Amendment	Articles before Amendment	Description
make a decision: 1. A show of hands or a vote by voting machine. 2. A roll call vote. 3. A vote by ballot. 4. A vote by a method selected at this Corporation's discretion. "Attending directors," as used in the preceding two paragraphs, does not include directors that may not exercise voting rights pursuant to Article 16, paragraph 1. When there is an amendment or alternative to a proposal, the chair shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. If any one among them is passed, the other proposals shall then be deemed rejected, and no further voting on them shall be required. If a vote on a proposal requires monitoring and counting personnel, the chair shall appoint such personnel, providing that all monitoring personnel shall be directors. Voting results shall be made known on-site immediately and recorded in writing. **Article 15** Except where otherwise provided by the Securities and Exchange Act and the Company Act, the	1. A show of hands or a vote by voting machine. 2. A roll call vote. 3. A vote by ballot. 4. A vote by a method selected at this Corporation's discretion. "Attending directors," as used in the preceding two paragraphs, does not include directors that may not exercise voting rights pursuant to Article 15, paragraph 1. **Article 14 (Voting-II and methods for vote monitoring and counting)** Except where otherwise provided by the Securities and Exchange Act and the Company Act, the passage of a proposal at a board meeting shall require the approval of a majority of the directors in attendance at a board of directors meeting attended by a majority of all directors. When there is an amendment or alternative to a proposal, the chair shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. If any one among them is passed, the other proposals shall then be deemed rejected, and no further voting on them shall be required. If a vote on a proposal requires monitoring and counting	

Articles after Amendment	Articles before Amendment	Description
passage of a proposal at a board meeting shall require the approval of a majority of the directors in attendance at a board of directors meeting attended by a majority of all directors.	personnel, the chair shall appoint such personnel, providing that all monitoring personnel shall be directors. Voting results shall be made known on-site immediately and recorded in writing.	
Article 16 (Recusal system for directors) If a director or a juristic person that the director represents is an interested party in relation to an agenda item, the director shall state the important aspects of the interested party relationship at the respective meeting. When the relationship is likely to prejudice the interest of this Corporation, that director may not participate in discussion or voting on that agenda item and shall recuse himself or herself from the discussion or the voting on the item, and may not exercise voting rights as proxy for another director. If the director's spouse, second-degree blood relative, or a company with which the director has a controlling affiliation, has an interest in the matter of the	**Article 15 (Recusal system for directors)** If a director or a juristic person that the director represents is an interested party in relation to an agenda item, the director shall state the important aspects of the interested party relationship at the respective meeting. When the relationship is likely to prejudice the interest of this Corporation, that director may not participate in discussion or voting on that agenda item and shall recuse himself or herself from the discussion or the voting on the item, and may not exercise voting rights as proxy for another director. If the director's spouse, second-degree blood relative, or a company with which the director has a controlling affiliation, has an interest in the matter of the	Modify the order according to the content of "Regulations Governing Procedure for Board of Directors Meetings of Public Companies".

Articles after Amendment	Articles before Amendment	Description
meeting, the director shall be deemed to have his own interest in the matter Where a director is prohibited by the preceding paragraph from exercising voting rights with respect to a resolution at a board meeting, the provisions of Article 180, paragraph 2 of the Company Act apply mutatis mutandis in accordance with Article 206, paragraph 4 of the same Act.	meeting, the director shall be deemed to have his own interest in the matter Where a director is prohibited by the preceding paragraph from exercising voting rights with respect to a resolution at a board meeting, the provisions of Article 180, paragraph 2 of the Company Act apply mutatis mutandis in accordance with Article 206, paragraph 4 of the same Act.	
Article 17 (Meeting minutes and sign-in matters) Discussions at a board meeting shall be recorded in the meeting minutes, and the minutes shall fully and accurately state the matters listed below: 1. The meeting session (or year) and the time and place of the meeting. 2. The name of the chair. 3. The directors' attendance at the meeting, including the names and the number of directors in attendance, excused, and absent. 4. The names and titles of those attending the meeting as non-voting participants. 5. The name of the minute taker. 6. The matters reported at the meeting. 7. Agenda items: the method of resolution and the result for each	**Article 16 (Meeting minutes and sign-in matters)** Discussions at a board meeting shall be recorded in the meeting minutes, and the minutes shall fully and accurately state the matters listed below: 1. The meeting session (or year) and the time and place of the meeting. 2. The name of the chair. 3. The directors' attendance at the meeting, including the names and the number of directors in attendance, excused, and absent. 4. The names and titles of those attending the meeting as non-voting participants. 5. The name of the minute taker. 6. The matters reported at the meeting. 7. Agenda items: the method of resolution and the result for each	Modify the order according to the content of " Regulations Governing Procedure for Board of Directors Meetings of Public Companies".

Articles after Amendment	Articles before Amendment	Description
proposal; a summary of the comments made by directors, supervisors, experts, or other persons; the name of any director that is an interested party as referred to in paragraph 1 of the preceding article, an explanation of the important aspects of the relationship of interest, the reasons why the director was required or not required to enter recusal, and the status of their recusal; opinions expressing objections or reservations at the meeting that were included in records or stated in writing; and any opinion issued in writing by an independent director pursuant to Article 12, paragraph 4. 8. Extraordinary motions: The name of the mover, the method of resolution and the result, a summary of the comments of any director, supervisor, expert, or other person; the name of any director that is an interested party as referred to in paragraph 1 of the preceding article, an explanation of the important aspects of the relationship of interest, the reasons why the director was required or not required to enter recusal, and the status of their recusal; and their objections or	proposal; a summary of the comments made by directors, supervisors, experts, or other persons; the name of any director that is an interested party as referred to in paragraph 1 of the preceding article, an explanation of the important aspects of the relationship of interest, the reasons why the director was required or not required to enter recusal, and the status of their recusal; opinions expressing objections or reservations at the meeting that were included in records or stated in writing; and any opinion issued in writing by an independent director pursuant to Article 12, paragraph 4. 8. Extraordinary motions: The name of the mover, the method of resolution and the result, a summary of the comments of any director, supervisor, expert, or other person; the name of any director that is an interested party as referred to in paragraph 1 of the preceding article, an explanation of the important aspects of the relationship of interest, the reasons why the director was required or not required to enter recusal, and the status of their recusal; and their objections or reservations and any	

Articles after Amendment	Articles before Amendment	Description
reservations and any recorded or written statements. 9. Other matters required to be recorded. The occurrence of any of the following circumstances, with respect to a resolution passed at a board meeting, shall be stated in the meeting minutes and shall be publicly announced and filed on the website of the Market Observation Post System designated by the Financial Supervisory Commission, within 2 days from the date of the meeting: 1. Any objection or expression of reservations by an independent director expresses of which there is a record or written statement. 2. A resolution is adopted with the approval of two-thirds or more of all directors, without having been passed by the audit committee of this Corporation. The attendance book constitutes part of the minutes for each board meeting and shall be retained for the duration of the existence of this Corporation. The minutes of a board meeting shall bear the signature or seal of both the chair and the minute taker, and a copy of the minutes shall be distributed to each	recorded or written statements. 9. Other matters required to be recorded. The occurrence of any of the following circumstances, with respect to a resolution passed at a board meeting, shall be stated in the meeting minutes and shall be publicly announced and filed on the website of the Market Observation Post System designated by the Financial Supervisory Commission, within 2 days from the date of the meeting: 1. Any objection or expression of reservations by an independent director expresses of which there is a record or written statement. 2. A resolution is adopted with the approval of two-thirds or more of all directors, without having been passed by the audit committee of this Corporation. The attendance book constitutes part of the minutes for each board meeting and shall be retained for the duration of the existence of this Corporation. The minutes of a board meeting shall bear the signature or seal of both the chair and the minute taker, and a copy of the minutes shall be distributed to each director and supervisor within 20 days after the	The company has established an audit committee, so the supervisor has been removed.

Articles after Amendment	Articles before Amendment	Description
director within 20 days after the meeting. The minutes shall be deemed important corporate records and appropriately preserved during the existence of this Corporation. The meeting minutes of paragraph 1 may produced and distributed in electronic form.	meeting. The minutes shall be deemed important corporate records and appropriately preserved during the existence of this Corporation. The meeting minutes of paragraph 1 may produced and distributed in electronic form.	
Article 18(Documentation of a board meeting by audio or video) Proceedings of a board meeting shall be recorded in their entirety in audio or video, and the recording shall be retained for a minimum of 5 years. The record may be retained in electronic form. If any litigation arises with respect to a resolution of a board meeting before the end of the retention period of the preceding paragraph, the relevant audio or video record shall be retained until the conclusion of the litigation. Where a board meeting is held by videoconference, the audio or video documentation of the meeting constitutes part of the meeting minutes and shall be retained for the duration of the existence of this Corporation.	**Article 9 (Documentation of a board meeting by audio or video)** Proceedings of a board meeting shall be recorded in their entirety in audio or video, and the recording shall be retained for a minimum of 5 years. The record may be retained in electronic form. If any litigation arises with respect to a resolution of a board meeting before the end of the retention period of the preceding paragraph, the relevant audio or video record shall be retained until the conclusion of the litigation. Where a board meeting is held by videoconference, the audio or video documentation of the meeting constitutes part of the meeting minutes and shall be retained for the duration of the existence of this Corporation.	Modify the order according to the content of " Regulations Governing Procedure for Board of Directors Meetings of Public Companies".
Article 19 If the board of directors has executive directors, the procedures of the executive board of		In accordance with the Letter Tai-Zheng-Sheng-I-Zi No. 1110015595 dated August 8, 2022 from

Articles after Amendment	Articles before Amendment	Description
directors shall apply mutatis mutandis the provisions of Article 2, Paragraph 2 of Article 3, Articles 4 to 6, Article 9, and Article 11 to the preceding article. Article 3, Paragraph 4 shall apply mutatis mutandis to the appointment or dismissal of the chairman. However, if the executive board of directors is to be convened regularly within seven days, the executive directors may be notified two days in advance.		Taiwan Securities Exchange.
Article 20(Supplementary Provisions) The formulation of these rules of procedure shall be approved by the board of directors of the company and submitted to the shareholders' meeting. If there is any amendment in the future, the board of directors may be authorized to make a resolution. Approved by the Board of Directors on February 20, 2008. Revised and approved by the Board of Directors on June 29, 2009. Revised and approved by the board of directors on January 27, 2010, and reported to the shareholders' meeting on April 19, 2010. Revised and approved by the board of directors on September 21, 2010, and reported to the shareholders' meeting on November 9, 2010. Revised and approved by	**Article 18(Supplementary Provisions)** The formulation of these rules of procedure shall be approved by the board of directors of the company and submitted to the shareholders' meeting. If there is any amendment in the future, the board of directors may be authorized to make a resolution. Approved by the Board of Directors on February 20, 2008. Revised and approved by the Board of Directors on June 29, 2009. Revised and approved by the board of directors on January 27, 2010, and reported to the shareholders' meeting on April 19, 2010. Revised and approved by the board of directors on September 21, 2010, and reported to the shareholders' meeting on November 9, 2010. Revised and approved by	Modify the order according to the content of "Regulations Governing Procedure for Board of Directors Meetings of Public Companies".

Articles after Amendment	Articles before Amendment	Description
the board of directors on December 8, 2011, and reported to the shareholders' meeting on February 3, 2012. Revised and approved by the board of directors on December 27, 2012 and reported to the shareholders' meeting on May 23, 2013. Revised and approved by the board of directors on November 7, 2017, and reported to the shareholders' meeting on May 7, 2018. Revised and approved by the board of directors on August 10, 2020, and reported to the shareholders' meeting on May 6, 2021. Revised and approved by the board of directors on August 6, 2021, and reported to the shareholders' meeting on May 25, 2022. Revised and approved by the board of directors on November 9, 2022, and reported to the shareholders' meeting on May 30, 2023.	the board of directors on December 8, 2011, and reported to the shareholders' meeting on February 3, 2012. Revised and approved by the board of directors on December 27, 2012 and reported to the shareholders' meeting on May 23, 2013. Revised and approved by the board of directors on November 7, 2017, and reported to the shareholders' meeting on May 7, 2018. Revised and approved by the board of directors on August 10, 2020, and reported to the shareholders' meeting on May 6, 2021. Revised and approved by the board of directors on August 6, 2021, and reported to the shareholders' meeting on May 25, 2022.	Add revision date.

【Annex 5】

Independent Auditors' Report
(Consolidated Financial Statements)

The Board of Directors and Shareholders
Chateau International Development Company Limited

Opinion

The Consolidated balance sheet of Chateau International Development Company Limited and its subsidiaries (Château Hotels & Resorts) on December 31, 2021 and 2022, Consolidated statement of comprehensive income, statement of comprehensive income, Consolidated Statement of changes in equity, Consolidated Cash flow statement, and Consolidated Financial Statements or Notes (include a summary of significant policies of accounting) on January 1 to December 31, 2021 and 2022, were audited and completed by the accountant.

According to the opinion of the accountant, the said Consolidated Financial Statements, in all major aspects, was in accordance with the regulations governing the preparation of financial reports by securities issuers and approved by the Financial Supervisory Commission, and issued effective IFRS, IAS, IFRIC Interpretations, and SIC Interpretations, which were able to express the consolidated financial status of Château Hotels & Resorts on December 31, 2021 and 2022 , and consolidated financial performance and consolidated cash flow on January 1 to December 31, 2021 and 2022.

Basis of Opinion

The accountant performed the audit work in accordance with Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and Auditing standards. The accountant's responsibilities under these standards will be further explained in the accountant's responsibility section for review of the consolidated financial statements. The personnel of the accountant's subordinate affairs subject to independence regulations have maintained aloof independence from Château Hotels & Resorts in accordance with the accountant's professional ethics and fulfilled other responsibilities under the regulations. The accountant believes that sufficient and appropriate verification evidence has been obtained as a basis for expressing audit opinions.

Key Audit Matter

Key audit matter refers to the most important matters in the audit of Château Hotels & Resorts Consolidated Financial Statements in 2022 according to the professional judgment of the accountant. These matters have been dealt with in the process of reviewing the consolidated financial statements as a whole and forming an audit opinion. The accountant does not express an independent opinion on these matters.

The key audit matter of Château Hotels & Resorts' consolidated financial statements in 2022 is stated as follows:

As stated in Note 23 of the consolidated financial statements, the revenue from guest rooms and food was 828,121 (In Thousands of NTD) in 2022, accounting for 99% of total operating revenue. They are significant to the consolidated financial statements. The room income generated by the reservation of the travel agent usually involves a lot of manual operations due to the different transaction conditions of the travel agent. Therefore, the accountant lists the authenticity of the income generated by the travel agent as the key audit matter.

Corresponding audit procedures

The accountant has executed the corresponding procedures for the said key audit matter listed as follows:

1. To understand and test the effectiveness of the main internal control design and implementation for the authenticity of revenue.
2. Obtain details of room revenue and catering revenue generated by bookings from travel agencies, and check relevant transaction documents, including passenger registration cards, counter bills, reconciliation calculations of travel agency and contract terms, etc., to test the authenticity of the revenue.
3. Audit the subsequent records of payment received from the travel industry after the review period.

Other items

Chateau International Development Company Limited has prepared individual financial reports for the year 2022 and 2021, and the accountant has issued an unqualified audit report for reference.

Responsibilities of Management and Governing body for consolidated financial statements

The responsibility of management was in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and approved by the Financial Supervisory Commission, and issued effective IFRS, IAS, IFRIC Interpretations, and SIC Interpretations, which were able to express the consolidated financial statements, and maintain the necessary internal control related to the preparation of the consolidated financial statements to ensure that the consolidated financial statements do not contain any material misrepresentation due to fraud or errors.

When preparing the consolidated financial statements, the responsibilities of management also include assessing Château Hotels & Resorts' ability to continue operations, disclosure of related matters, and the adoption of the accounting basis for continued operations, unless the management intends to liquidate Château Hotels & Resorts or cease operations, or there is no practical and feasible plan other than liquidation or suspension of business.

The governing body (including supervisors) of Château Hotels & Resorts is responsible for supervising the financial reporting process.

The accountant's responsibility for auditing the consolidated financial statements

The purpose of this accountant's audit of the consolidated financial statements is to obtain reasonable conviction as to whether the consolidated financial statements as a whole contain any material misrepresentation due to fraud or errors, and to issue an audit report. Reasonable assurance is a high degree of certainty, but the audit work performed in accordance with the auditing standards cannot guarantee that material misrepresentation in the consolidated financial statements will be detected. Misrepresentation may result from fraud or errors. If the untruthful individual amounts or aggregate can be reasonably expected to affect the economic decisions made by the users of the consolidated financial statements, they are considered significant.

The accountant uses professional judgment and maintains professional suspicion when conducting audits in accordance with the auditing standards generally accepted in the Republic of China. The accountant also performs the following tasks:

1. Identify and evaluate the risks of material misrepresentation in the consolidated financial statements due to fraud or errors; design and implement appropriate countermeasures for the assessed risks; and obtain sufficient and appropriate audit evidence as the basis for audit opinion. Because fraud may involve collusion, forgery, deliberate omission, false statement or violation of internal control, the risk of not detecting material misrepresentation caused by fraud is higher than that caused by errors.
2. Obtain the necessary understanding of the internal control relevant to the audit in order to design an appropriate audit procedure under the circumstances, but its purpose is not to express an opinion on the effectiveness of the internal control of Château Hotels & Resorts.
3. Evaluate the appropriateness of the accounting policies adopted by the management and the reasonableness of accounting estimates and related disclosures.
4. Based on the obtained audit evidence, make a conclusion on the appropriateness of the management's use of the continuing operations of the accounting basis and whether there is significant uncertainty in the event or situation that may cause major doubts about the ability of Château Hotels & Resorts to continue operations. If the accountant believes that there are significant uncertainties in these events or circumstances, he must remind the users of the financial statements in the audit report to pay attention to the relevant disclosures in the consolidated financial statements, or amend the audit opinion when such disclosures are inappropriate. The accountant’s conclusion is based on the audit evidence obtained as of the audit report date, but future events or circumstances may cause Château Hotels & Resorts to no longer have the ability to continue operations.
5. Evaluate the overall expression, structure and content of the consolidated financial statements (including relevant notes), and whether the consolidated financial statements are appropriate to express relevant transactions and events.
6. Obtain sufficient and appropriate audit evidence for the financial

information of the constituent entities in Château Hotels & Resorts to express opinions on the consolidated financial statement. The accountant is responsible for the guidance, supervision and execution of the group's audit cases, and is responsible for forming the group's audit opinion.

The matters communicated between the accountant and the governing body include the planned audit scope and time, as well as major audit findings (including significant deficiencies in internal control identified during the audit process).

The accountant also provides the governing body with a statement that the personnel of the accountant's affairs subject to independence regulations have complied with the independence of code of professional ethics, and communicates with the governance unit all relationships and other matters that may be considered to affect the independence of the accountant (including relevant protective measures).

The accountant decided to audit the key audit matter of Château Hotels & Resorts' 2022 financial statements from the matters communicated with the governing body. The accountant states these matters in the audit report, unless the law does not allow specific matters to be disclosed publicly, or in very rare cases, the accountant decides not to communicate specific matters in the audit report because it can be reasonably expected that the negative impact of this communication will be greater than the public interest promoted.

Deloitte & Touche

Accountant LEE, CHI-CHEN	**Accountant YANG, CHAO-CHIN**
No. approved by Securities and Futures Commission	No. approved by Financial Supervisory Commission
No. Taiwan-Financial-Securities-No.0920123784	No. Financial-Supervisory-Securities-Auditing- No.1060023872

February 24, 2023

Chateau International Development Company Limited and Subsidiaries
Consolidated Balance Sheet
December 31, 2022 and 2021
(Unit: Thousands of New Taiwan Dollars)

Code	Assets	December 31, 2022 Amount	%	December 31, 2021 Amount	%
	Current assets				
1100	Cash and cash equivalents (Notes 4 and 6)	$ 303,475	11	$ 120,257	4
1120	Current financial assets at fair value through other comprehensive income (Notes 4 and 7)	202,400	7	312,437	12
1136	Current financial assets at amortized cost (Notes 4, 8 and 30)	25,192	1	33,267	1
1170	Accounts receivable, net (Notes 4, 9 and 29)	11,275	-	13,030	1
1200	Other receivables	3	-	206	-
130X	Current inventories (Notes 4 and 10)	11,452	-	11,820	-
1410	Prepayments	13,458	1	12,730	1
1470	Other current assets (Note 18)	2,254	-	177	-
11XX	Total current assets	569,509	20	503,924	19
	Non-current assets				
1517	Non-current financial assets at fair value through other comprehensive income (Notes 4 and 7)	18,360	1	26,790	1
1535	Non-current financial assets at amortized cost (Notes 4, 8 and 30)	11,000	1	11,000	-
1550	Investments accounted for using equity method (Notes 4 and 12)	53,371	2	3,574	-
1600	Property, plant and equipment (Notes 4, 13, 29 and 30)	1,205,654	43	1,173,886	44
1755	Right-of-use assets (Notes 4 and 14)	44,253	2	56,236	2
1760	Investment property(Note 4、15 and 30)	589,717	21	589,820	22
1780	Intangible assets (Notes 4 and 16)	934	-	562	-
1791	Franchising (Notes 4, 16 and 31)	253,161	9	292,928	11
1840	Deferred tax assets (Notes 4 and 25)	3,366	-	3,207	-
1952	Fund for improvements and expansions (note 17)	29,395	1	25,388	1
1990	Other non-current assets (Notes 18 and 29)	7,509	-	7,764	-
15XX	Total non-current assets	2,216,720	80	2,191,155	81
1XXX	Total assets	$ 2,786,229	100	$ 2,695,079	100
Code	**Liabilities and equity**				
	Current liabilities				
2100	Short-term loans (Notes 4, 19 and 30)	$ 30,000	1	$ 30,000	1
2110	Short-term notes and bills payable (Notes 4, 19 and 30)	89,404	3	90,322	3
2130	Current contract liabilities (notes 4 and 23)	30,928	1	32,720	1
2150	Notes payable	606	-	-	-
2170	Accounts payable (note 29)	31,855	1	30,740	1
2200	Other payables (Notes 20 and 29)	86,899	3	71,941	3
2230	Current tax liabilities (Notes 4 and 25)	39,792	2	20,203	1
2280	Current lease liabilities (notes 4, 14 and 29)	18,301	1	16,983	1
2320	Long-term liabilities, current portion (Notes 4, 19 and 30)	83,583	3	72,033	3
2399	Other current liabilities, others (Notes20 and 29)	59,905	2	64,187	2
21XX	Total current liabilities	471,273	17	429,129	16
	Non-current liabilities				
2540	Non-current portion of non-current borrowings (Notes 4, 19 and 30)	233,917	8	207,500	8
2570	Deferred tax liabilities (Notes 4 and 25)	1,118	-	1,118	-
2580	Non-current lease liabilities (notes 4, 14 and 29)	22,790	1	34,237	1
2640	Net defined benefit liability, non-current (Note 4 and 21)	7,443	-	9,084	-
2645	Guarantee deposits received	421	-	421	-
25XX	Total non-current liabilities	265,689	9	252,360	9
2XXX	Total liabilities	736,962	26	681,489	25
	Equity attributable to the owners of the parent (Note 22)				
	Share capital				
3110	Ordinary share	1,115,229	40	1,115,229	41
3200	Capital surplus	170,663	6	170,663	6
	Retained earnings				
3310	Legal reserve	158,816	6	156,829	6
3320	Special reserve	230,362	8	226,387	8
3350	Unappropriated retained earnings (accumulated deficit)	217,231	8	93,085	4
3300	Total retained earnings	606,409	22	476,301	18
3400	Total other equity interest	33,303	1	122,172	5
31XX	Total equity attributable to owners of parent	1,925,604	69	1,884,365	70
36XX	Non-controlling interests	123,663	5	129,225	5
3XXX	Total equity	2,049,267	74	2,013,590	75
	Total liabilities and equity	$ 2,786,229	100	$ 2,695,079	100

The attached notes are part of this consolidated financial statement.

Chateau International Development Company Limited and subsidiaries
Consolidated Statement of Comprehensive Income
January 1 to December 31, 2022 and 2021
(Unit: Thousands of New Taiwan Dollars)
(However, the earnings per share are New Taiwan Dollars)

Code		Year 2022 Amount	Year 2022 %	Year 2021 Amount	Year 2021 %
4000	Total operating revenue(Note 4, 23 and 29)	$ 835,940	100	$ 587,918	100
5000	Total operating costs(Note 10, 24 and 29)	401,036	48	368,202	62
5900	Gross profit (loss) from operations	434,904	52	219,716	38
	Operating expenses(Notes 24 and 29)				
6100	Selling expenses	32,071	4	28,712	5
6200	Administrative expenses	220,764	26	193,271	33
6000	Total operating expenses	252,835	30	221,983	38
6510	Other income(Note 24)	(3)	-	(4)	-
6900	Net operating income (loss)	182,066	22	(2,271)	-
	Non-operating income and expenses (Note 12, 24 and 29)				
7100	Interest income	412	-	54	-
7010	Other income	17,185	2	31,430	5
7030	Other gains and losses	(13)	-	(51)	-
7050	Financial costs	(8,847)	(1)	(5,511)	(1)
7070	Share of profit (loss) of associates and joint ventures accounted for using equity method, net	(274)	-	(908)	-
7590	Miscellaneous disbursements	(4,315)	(1)	(4,523)	(1)
7000	Total non-operating income and expenses	4,148	-	20,491	3
7900	Profit (loss) from continuing operations before tax	186,214	22	18,220	3

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Code		Year 2022 Amount	Year 2022 %	Year 2021 Amount	Year 2021 %
7950	Total tax expense (income) (Notes 4 and 25)	37,482	4	2,683	1
8200	Profit (loss) from continuing operations	$ 148,732	18	$ 15,537	2
	Other comprehensive income				
	Items not reclassified to profit or loss:				
8311	Gains (losses) on remeasurements of defined benefit plans (Note 21)	$ 1,338	-	($ 635)	-
8316	Unrealized gains (losses) from investments in equity instruments measured at fair value through other comprehensive income	(91,820)	(11)	81,499	14
8349	Income tax related to components of other comprehensive income that will not be reclassified to profit loss (Note 25)	(268)	-	127	-
8300	Other comprehensive income of the year, net of income tax	(90,750)	(11)	80,991	14
8500	Total comprehensive income	$ 57,982	7	$ 96,528	16
	Profit (loss), attributed to：				
8610	Shareholders of the parent	$ 154,294	19	$ 20,382	4
8620	Non-controlling interests	(5,562)	(1)	(4,845)	(1)
8600		$ 148,732	18	$ 15,537	3

(Next page)

Code		Year 2022 Amount	%	Year 2021 Amount	%
	Comprehensive income attributable to：				
8710	Shareholders of the parent	$ 63,544	8	$ 101,373	17
8720	Non-controlling interests	(5,562)	(1)	(4,845)	(1)
8700		$ 57,982	7	$ 96,528	16
	Earnings per Share(NT$, Note 26)				
9750	Basic earnings per share	$ 1.38		$ 0.18	
9850	Diluted earnings per share	1.38		0.18	

The attached notes are part of this consolidated financial statement.

Chateau International Development Company Limited and subsidiaries
Consolidated Statement of Changes In Equity
January 1 to December 31, 2021 and 2020
(Unit: Thousands of New Taiwan Dollars)

		Equity attributable to Shareholders of parent								
				Retained earnings			Other equity			
Code		Ordinary share	Capital surplus	Legal reserve	Special reserve	Unappropriated retained earnings (accumulated deficit)	Unrealized gains (losses) on financial assets measured at fair value through other comprehensive income	Total equity attributable to owners of parent	Non-controlling interests	Total Equity
A1	Balance as of January 1, 2021	$ 1,115,229	$ 170,663	$ 148,136	$ 236,201	$ 127,852	$ 40,673	$ 1,838,754	$ 134,070	$ 1,972,824
	Earnings Appropriation and Distribution in 2020 (Note 22)									
B1	Legal reserve appropriated	-	-	8,693	-	(8,693)	-	-	-	-
B3	Special reserve appropriated	-	-	-	(9,814)	9,814	-	-	-	-
B5	Cash dividends of ordinary share	-	-	-	-	(55,762)	-	(55,762)	-	(55,762)
D1	Profit (loss) in 2021	-	-	-	-	20,382	-	20,382	(4,845)	15,537
D3	Other comprehensive income in 2021	-	-	-	-	(508)	81,499	80,991	-	80,991
D5	Total comprehensive income in 2021	-	-	-	-	19,874	81,499	101,373	(4,845)	96,528
Z1	Balance as of December 31, 2021	1,115,229	170,663	156,829	226,387	93,085	122,172	1,884,365	129,225	2,013,590
	Earnings Appropriation and Distribution in 2021 (Note 22)									
B1	Legal reserve appropriated	-	-	1,987	-	(1,987)	-	-	-	-
B3	Special reserve appropriated	-	-	-	3,975	(3,975)	-	-	-	-
B5	Cash dividends of ordinary share	-	-	-	-	(22,305)	-	(22,305)	-	(22,305)
D1	Profit (loss) in 2022	-	-	-	-	154,294	-	154,294	(5,562)	148,732
D3	Other comprehensive income in 2022	-	-	-	-	1,070	(91,820)	(90,750)	-	(90,750)
D5	Total comprehensive income in 2022	-	-	-	-	155,364	(91,820)	63,544	(5,562)	57,982
Q1	Disposal of investments in equity instruments designated at fair value through other comprehensive income	-	-	-	-	(2,951)	2,951	-	-	-
Z1	Balance as of December 31, 2022	$ 1,115,229	$ 170,663	$ 158,816	$ 230,362	$ 217,231	$ 33,303	$ 1,925,604	$ 123,663	$ 2,049,267

The attached notes are part of this consolidated financial statement.

Chateau International Development Company Limited and subsidiaries
Consolidated Cash Flow Statement
January 1 to December 31, 2022 and 2021
(Unit: Thousands of New Taiwan Dollars)

Code		Year 2022	Year 2021
	Cash flows from (used in) operating activities, indirect method		
A10000	Profit (loss) before tax	$ 186,214	$ 18,220
A20010	Adjustments to reconcile profit (loss)		
A20100	Depreciation expense	71,756	71,943
A20200	Amortization expense	43,288	48,301
A20900	Interest expense	8,847	5,511
A21200	Interest income	(412)	(54)
A21300	Dividend income	(8,272)	(4,136)
A22300	Share of loss (profit) of associates and joint ventures accounted for using equity method	275	908
A22500	Loss (gain) on disposal of property, plan and equipment	3	4
A22800	Loss (gain) on disposal of intangible assets	13	51
A30000	Changes in operating assets and liabilities		
A31150	Decrease (increase) in accounts receivable	1,755	905
A31180	Decrease (increase) in other receivable	171	(200)
A31200	Adjustments for decrease (increase) in inventories	368	(728)
A31230	Decrease (increase) in prepayments	(728)	1,096
A31240	Adjustments for decrease (increase) in other current assets	(2,077)	(50)
A32125	Increase (decrease) in contract liabilities	(1,792)	4,497
A32130	Increase (decrease) in notes payable	606	-
A32150	Increase (decrease) in accounts liabilities	1,115	4,723
A32180	Increase (decrease) in other payable	14,923	(3,933)
A32230	Adjustments for increase (decrease) in other current liabilities	(4,282)	8,550
A32240	Increase (decrease) in net defined benefit liability	(303)	(587)
A33000	Cash inflow (outflow) generated from operations	311,468	155,021
A33500	Income tax paid	(18,320)	(8,577)
AAAA	Net cash flows from (used in) operating activities	293,148	146,444

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	Cash flows from (used in) investing activities		
B00040	Acquisition of financial assets at amortized cost	-	(14,745)
B00050	Proceeds from financial assets at amortized cost	8,075	-
B00100	Acquisition of financial assets at fair value through profit or loss	(23,941)	(79,004)
B02700	Acquisition of property, plant and equipment	(80,460)	(64,864)
B02800	Proceeds from disposal of property, plant and equipment	-	76
B04500	Acquisition of intangible assets	(3,906)	(2,451)
B05400	Acquisition of investment property	-	(27,000)
B06800	Decrease (increase) in other non-current assets	(3,726)	216
B07100	Increase (decrease) in prepayments for business facilities	$ 861	($ 460)
B07500	Interest received	412	54
B07600	Dividends received	8,788	4,136
B09900	Other investing activities	(3,975)	(17,386)
BBBB	Net cash flows from (used in) investing activities	(97,872)	(201,428)
	Cash flows from (used in) financing activities		
C00500	Increase in short-term notes and bills payable	128,500	363,000
C00600	Decrease in short-term notes and bills payable	(129,500)	(333,500)
C01600	Proceeds from long-term debt	260,000	250,000
C01700	Repayments of long-term debt	(222,033)	(186,268)
C04020	Payments of lease liabilities	(18,138)	(18,002)
C04500	Cash dividends	(22,305)	(55,762)
C05600	Interest paid	(8,582)	(5,405)
CCCC	Net cash flows from (used in) financing activities	(12,058)	14,063
EEEE	Net increase (decrease) in cash and cash equivalents	183,218	(40,921)
E00100	Cash and cash equivalents at beginning of period	120,257	161,178
E00200	Cash and cash equivalents at end of period	$ 303,475	$ 120,257

The attached notes are part of this consolidated financial statement.

【Annex 6】

Independent Auditors’ Report
(Parent Company Only Financial Statements)

The Board of Directors and Shareholders
Chateau International Development Company Limited:

Opinion

The individual balance sheet of Chateau International Development Company Limited (Château Hotels & Resorts) on December 31, 2021 and 2022, individual statement of comprehensive income, statement of comprehensive income, individual Statement of changes in equity, individual Cash flow statement, and individual Financial Statements or Notes (including a summary of significant policies of accounting) on January 1 to December 31, 2021 and 2022, were audited and completed by the accountant.

According to the opinion of the accountant, individual Financial Statements, in all major aspects, was in accordance with the regulations governing the preparation of financial reports by securities issuers and approved by the Financial Supervisory Commission, and issued effective IFRS, IAS, IFRIC Interpretations, and SIC Interpretations, which were able to express the individual financial status of Château Hotels & Resorts on December 31, 2021 and 2022 , and individual financial performance and individual cash flow on January 1 to December 31, 2021 and 2022.

Basis of Opinion

The accountant performed the audit work in accordance with Attestation of Financial Statements by Certified Public Accountants. The accountant’s responsibilities under these standards will be further explained in the accountant’s responsibility section for review of the individual financial statements. The personnel of the accountant's subordinate affairs subject to independence regulations have maintained aloof independence from Château Hotels & Resorts in accordance with the accountant's professional ethics and fulfilled other responsibilities under the regulations. The accountant believes that sufficient and appropriate verification evidence has been obtained as a basis for expressing audit opinions.

Key Audit Matters

Key audit matter refers to the most important matters in the audit of Château Hotels & Resorts individual Financial Statements in 2022 according to the professional judgment of the accountant. These matters have been dealt with in the process of reviewing the individual financial statements as a whole and forming an audit opinion. The accountant does not express an independent opinion on these matters.

The key audit matter of Château Hotels & Resorts' individual financial statements in 2022 is stated as follows:

As stated in Note 22 of the individual financial statements, the revenue from guest rooms and food was 801,211 (In Thousands of NTD) in 2022, accounting for 99% of total operating revenue. They are significant to the individual financial statements. The room income generated by the reservation of the travel agent usually involves a lot of manual operations due to the different transaction conditions of the travel agent. Therefore, the accountant lists the authenticity of the income generated by the travel agent as the key audit matter.

Corresponding audit procedures

The accountant has executed the corresponding procedures for the said key audit matter listed as follows:

1. To understand and test the effectiveness of the main internal control design and implementation for the authenticity of revenue.
2. Obtain details of room revenue and catering revenue generated by bookings from travel agencies, and check relevant transaction documents, including passenger registration cards, counter bills, reconciliation calculations of travel agency and contract terms, etc., to test the authenticity of the revenue.
3. Audit the subsequent records of payment received from the travel industry after the review period.

Responsibilities of management and governing body for individual financial statements

The responsibility of management was in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and approved by the Financial Supervisory Commission, and issued effective IFRS, IAS, IFRIC Interpretations, and SIC Interpretations, which were able to express the individual financial statements, and maintain the necessary internal control related to the preparation of the individual financial statements to ensure that the individual financial statements do not contain any material misrepresentation due to fraud or errors.

When preparing the individual financial statements, the responsibilities of management also include assessing Château Hotels & Resorts' ability to continue operations, disclosure of related matters, and the adoption of the accounting basis for continued operations, unless the management intends to liquidate Château Hotels & Resorts or cease operations, or there is no practical and feasible plan other than liquidation or suspension of business.

Governing body (including supervisors) of Château Hotels & Resorts is responsible for supervising the financial reporting process.

The accountant's responsibility for auditing the individual financial statements

The purpose of this accountant's audit of the individual financial statements is to obtain reasonable conviction as to whether the individual financial statements as a whole contain any material misrepresentation due to fraud or errors, and to issue an audit report. Reasonable assurance is a high degree of certainty, but the audit work performed in accordance with the auditing standards cannot guarantee that material misrepresentation in the individual financial statements will be detected. Misrepresentation may result from fraud or errors. If the untruthful individual amounts or aggregate can be reasonably expected to affect the economic decisions made by the users of the individual financial statements, they are considered significant.

The accountant uses professional judgment and maintains professional suspicion when conducting audits in accordance with the auditing standards generally accepted in the Republic of China. The accountant also performs the following tasks:

1. Identify and evaluate the risks of material misrepresentation in the individual financial statements due to fraud or errors; design and implement appropriate countermeasures for the assessed risks; and obtain sufficient and appropriate audit evidence as the basis for audit opinion. Because fraud may involve collusion, forgery, deliberate omission, false statement or violation of internal control, the risk of not detecting material misrepresentation caused by fraud is higher than that caused by errors.
2. Obtain the necessary understanding of the internal control relevant to the audit in order to design an appropriate audit procedure under the circumstances, but its purpose is not to express an opinion on the effectiveness of the internal control of Château Hotels & Resorts.
3. Evaluate the appropriateness of the accounting policies adopted by the management and the reasonableness of accounting estimates and related disclosures.
4. Based on the obtained audit evidence, make a conclusion on the appropriateness of the management's use of the continuing operations of the accounting basis and whether there is significant uncertainty in the event or situation that may cause major doubts about the ability of Château Hotels & Resorts to continue operations. If the accountant believes that there are significant uncertainties in these events or circumstances, he must remind the users of the financial statements in the audit report to pay attention to the relevant disclosures in the individual financial statements, or amend the audit opinion when such disclosures are inappropriate. The accountant’s conclusion is based on the audit evidence obtained as of the audit report date, but future events or circumstances may cause Château Hotels & Resorts to no longer have the ability to continue operations.
5. Evaluate the overall expression, structure and content of the individual financial statements (including relevant notes), and whether the individual financial statements are appropriate to express relevant transactions and events.
6. Obtain sufficient and appropriate audit evidence for the financial information of the constituent entities in Château Hotels & Resorts to express opinions on the individual financial statement. The accountant is responsible for the guidance, supervision and execution of the group's audit cases, and is responsible for forming the group's audit opinion.

The matters communicated between the accountant and the governing body include the planned audit scope and time, as well as major audit findings (including significant deficiencies in internal control identified during the audit process).

The accountant also provides the governing body with a statement that the personnel of the accountant's affairs subject to independence regulations have complied with the independence of code of professional ethics, and communicates with the governing body all relationships and other matters that may be considered to affect the independence of the accountant (including relevant protective measures).

The accountant decided to audit the key audit matter of Château Hotels & Resorts' 2022 financial statements from the matters communicated with the governing body. The accountant states these matters in the audit report, unless the law does not allow specific matters to be disclosed publicly, or in very rare cases, the accountant decides not to communicate specific matters in the audit report because it can be reasonably expected that the negative impact of this communication will be greater than the public interest promoted.

Deloitte & Touche

Accountant LEE, CHI-CHEN	**Accountant YANG, CHAO-CHIN**
No. approved by Securities and Futures Commission	No. approved by Financial Supervisory Commission
No. Taiwan-Financial-Securities-No.0920123784	No. Financial-Supervisory-Securities-Auditing- No.1060023872

February 24, 2023

Chateau International Development Company Limited

Individual Balance Sheet
December 31, 2022 and 2021
(Unit: Thousands of New Taiwan Dollars)

Code	Assets	December 31, 2022 Amount	%	December 31, 2021 Amount	%
	Current assets				
1100	Cash and cash equivalents (Notes 4 and 6)	$ 299,203	12	$ 115,521	5
1120	Current financial assets at fair value through other comprehensive income (Notes 4 and 7)	202,400	8	312,437	13
1136	Current financial assets at amortized cost (Notes 4, 8 and 29)	25,192	1	33,267	1
1170	Accounts receivable, net (Notes 4, 9 and 28)	10,885	-	12,477	1
1200	Other receivables	3	-	23	-
130X	Current inventories (Notes 4 and 10)	11,215	1	11,744	-
1410	Prepayments	6,783	-	7,080	-
1470	Other current assets (Note 17 and 28)	1,834	-	160	-
11XX	Total current assets	557,515	22	492,709	20
	Non-current assets				
1517	Non-current financial assets at fair value through other comprehensive income (Notes 4 and 7)	18,360	1	26,790	1
1535	Non-current financial assets at amortized cost (Notes 4, 8 and 29)	11,000	-	11,000	1
1550	Investments accounted for using equity method (Notes 4 and 11)	164,796	7	119,187	5
1600	Property, plant and equipment (Notes 4, 12, 28 and 29)	816,928	33	827,108	34
1755	Right-of-use assets (Notes 4 and 13)	38,892	2	50,541	2
1760	Investment property, net (Notes 4, 14 and 29)	582,932	24	582,932	24
1780	Intangible assets (Notes 4 and 15)	294	-	562	-
1791	Franchising (Notes 4, 15 and 30)	253,161	10	292,928	12
1840	Deferred tax assets (Notes 4 and 24)	3,366	-	3,207	-
1952	Fund for improvements and expansions (note 16)	29,395	1	25,388	1
1990	Other non-current assets (Notes 17 and 28)	6,973	-	6,073	-
15XX	Total non-current assets	1,926,097	78	1,945,716	80
1XXX	Total assets	$ 2,483,612	100	$ 2,438,425	100

Code	Liabilities and equity	December 31, 2022 Amount	%	December 31, 2021 Amount	%
	Current liabilities				
2130	Current contract liabilities (Notes 4 and 22)	$ 30,373	1	$ 32,252	1
2150	Notes payable (note 29	606	-	-	-
2170	Accounts payable (note 28)	29,446	1	29,555	1
2200	Other payables (Notes 19 and 28)	81,954	3	68,107	3
2230	Current tax liabilities (Notes 4 and 24)	39,792	2	20,203	1
2280	Current lease liabilities (notes 4 and 13)	18,301	1	16,983	1
2320	Long-term liabilities, current portion (Notes 4, 18 and 29)	80,000	3	72,033	3
2399	Other current liabilities, others (Notes19 and 28)	59,703	2	64,006	3
21XX	Total current liabilities	340,175	13	303,139	13
	Non-current liabilities				
2540	Non-current portion of non-current borrowings (Notes 4, 18 and 29)	187,500	8	207,500	9
2580	Non-current lease liabilities (notes 4 and 13)	22,790	1	34,237	1
2640	Net defined benefit liability, non-current (notes 4 and 20)	7,443	-	9,084	-
2645	Guarantee deposits received	100	-	100	-
25XX	Total non-current liabilities	217,833	9	250,921	10
2XXX	Total liabilities	558,008	22	554,060	23
	Equity (Note 21)				
	Share capital				
3110	Ordinary share	1,115,229	45	1,115,229	46
3200	Capital surplus	170,663	7	170,663	7
	Retained earnings				
3310	Legal reserve	158,816	7	156,829	6
3320	Special reserve	230,362	9	226,387	9
3350	Unappropriated retained earnings (accumulated deficit)	217,231	9	93,085	4
3300	Total retained earnings	606,409	25	476,301	19
3400	Total other equity interest	33,303	1	122,172	5
3XXX	Total equity	1,925,604	78	1,884,365	77
	Total liabilities and equity	$ 2,483,612	100	$ 2,438,425	100

The attached notes are part of this individual financial statement.

Chateau International Development Company Limited
Individual Statement Of Comprehensive Income
January 1 to December 31, 2022 and 2021
(Unit: Thousands of New Taiwan Dollars)
(However, the earnings per share are New Taiwan Dollars)

		Year 2022		Year 2021	
Code		**Amount**	**%**	**Amount**	**%**
4000	Total operating revenue (Note 4, 22 and 28)	$ 809,019	100	$ 566,844	100
5000	Total operating costs (Note 10, 23 and 28)	382,245	47	352,206	62
5900	Gross profit (loss) from operations	426,774	53	214,638	38
	Operating expenses (Notes 23 and 28)				
6100	Selling expenses	31,631	4	28,955	5
6200	Administrative expenses	204,295	25	179,043	32
6000	Total Operating expenses	235,926	29	207,998	37
6510	Other income (Note 23)	(3)	-	(4)	-
6900	Net operating income (loss)	190,845	24	6,636	1
	Non-operating income and expenses (Note 23 and 28)				
7100	Interest income	407	-	51	-
7010	Other income	14,142	2	27,625	5
7030	Other gains and losses, net	(13)	-	(51)	-
7050	Financial costs	(6,027)	(1)	(3,918)	(1)
7070	Share of profit (loss) of associates and joint ventures accounted for using equity method, net	(4,463)	(1)	(4,298)	(1)
7590	Miscellaneous disbursements	(3,115)	-	(2,980)	-
7000	Total non-operating income and expenses	931	-	16,429	3

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Code		Year 2022 Amount	%	Year 2021 Amount	%
7900	Profit (loss) from continuing operations before tax	191,776	24	23,065	4
7950	Total tax expense (income) (Notes 4 and 24)	$ 37,482	5	$ 2,683	-
8200	Profit (loss) from continuing operations	154,294	19	20,382	4
	Other comprehensive income				
	Items not reclassified to profit or loss:				
	Total tax expense (income) (Notes 4 and 24)				
8311	Gains (losses) on remeasurements of defined benefit plans (Note 20)	1,338	-	(635)	-
8316	Unrealized gains (losses) from investments in equity instruments measured at fair value through other comprehensive income	(91,820)	(11)	81,499	14
8349	Income tax related to components of other comprehensive income that will not be reclassified to profit or loss (Note 24)	(268)	-	127	-
8300	Total other comprehensive income	(90,750)	(11)	80,991	14
8500	Total comprehensive income	$ 63,544	8	$ 101,373	18
	Earnings per Share (NT$, Note 25)				
9750	Basic earnings per share	$ 1.38		$ 0.18	
9850	Diluted earnings per share	1.38		0.18	

The attached notes are part of this individual financial statement.

Chateau International Development Company Limited
Individual Statement Of Changes In Equity
January 1 to December 31, 2022 and 2021
(Unit: Thousands of New Taiwan Dollars)

Code		Ordinary share	Capital surplus	Retained earnings: Legal reserve	Retained earnings: Special reserve	Retained earnings: Unappropriated retained earnings (accumulated deficit)earnings	Other equity interest: Unrealized gains (losses) on financial assets measured at fair value through other comprehensive income	Total equity
A1	Balance as of January 1, 2021	$ 1,115,229	$ 170,663	$ 148,136	$ 236,201	$ 127,852	$ 40,673	$ 1,838,754
	Earnings Appropriation and Distribution in 2020 (Note 21)							
B1	Legal reserve appropriated	-	-	8,693	-	(8,693)	-	-
B3	Special reserve appropriated	-	-	-	(9,814)	9,814	-	-
B5	Cash dividends of ordinary share	-	-	-	-	(55,762)	-	(55,762)
D1	Profit (loss) in 2021	-	-	-	-	20,382	-	20,382
D3	Other comprehensive income in 2021	-	-	-	-	(508)	81,499	80,991
D5	Total comprehensive income in 2021	-	-	-	-	19,874	81,499	101,373
Z1	Balance as of December 31, 2021	1,115,229	170,663	156,829	226,387	93,085	122,172	1,884,365
	Earnings Appropriation and Distribution in 2021 (Note 21)							
B1	Legal reserve appropriated	-	-	1,987	-	(1,987)	-	-
B3	Special reserve appropriated	-	-	-	3,975	(3,975)	-	-
B5	Cash dividends of ordinary share	-	-	-	-	(22,305)	-	(22,305)
D1	Profit (loss) in 2022	-	-	-	-	154,294	-	154,294
D3	Other comprehensive income in 2022	-	-	-	-	1,070	(91,820)	(90,750)
D5	Total comprehensive income in 2022	-	-	-	-	155,364	(91,820)	63,544
Q1	Disposal of investments in equity instruments designated at fair value through other comprehensive income	-	-	-	-	(2,951)	2,951	-
Z1	Balance as of December 31, 2022	$ 1,115,229	$ 170,663	$ 158,816	$ 230,362	$ 217,231	$ 33,303	$ 1,925,604

The attached notes are part of this consolidated financial statement.

Chateau International Development Company Limited
Individual Cash Flow Statement
January 1 to December 31, 2022 and 2021

(Unit: Thousands of New Taiwan Dollars)

Code		Year 2022	Year 2021
	Cash flows from (used in) operating activities, indirect method		
A10000	Profit (loss) before tax	$ 191,776	$ 23,065
A20010	Adjustments to reconcile profit (loss)		
A20100	Depreciation expense	63,526	64,786
A20200	Amortization expense	43,128	48,301
A20900	Interest expense	6,027	3,918
A21200	Interest income	(407)	(51)
A21300	Dividend income	(8,272)	(4,136)
A22500	Loss (gain) on disposal of property, plant and equipment	3	4
A22800	Loss (gain) on disposal of intangible assets	13	51
A22400	Share of loss (profit) of associates and joint ventures accounted for using equity method	4,463	4,298
A30000	Changes in operating assets and liabilities		
A31150	Decrease (increase) in accounts receivable	1,592	732
A31180	Decrease (increase) in other receivable	(12)	(17)
A31200	Adjustments for decrease (increase) in inventories	529	(787)
A31230	Decrease (increase) in prepayments	(2,823)	761
A31240	Adjustments for decrease (increase) in other current assets	(1,674)	(33)
A32130	Notes payable	606	-
A32125	Increase (decrease) in contract liabilities	(1,879)	4,029
A32150	Increase (decrease) in accounts liabilities	(109)	4,409
A32180	Increase (decrease) in other payable	13,889	(4,769)
A32230	Adjustments for increase (decrease) in other current liabilities	(4,303)	8,442
A32240	Increase (decrease) in net defined benefit liability	(303)	(587)
A33000	Cash inflow (outflow) generated from operations	305,770	152,416
A33500	Income taxes paid	(18,320)	(8,577)
AAAA	Net cash flows from (used in) operating activities	287,450	143,839

Cash flows from (used in) investing activities

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Code		Year 2022	Year 2021
B00040	Acquisition of financial assets at amortized cost	-	(14,745)
B00050	Proceeds from financial assets at amortized cost	8,075	-
B00100	Acquisition of financial assets at fair value through profit or loss	(23,941)	(79,004)
B02700	Acquisition of property, plant and equipment	($ 30,719)	($ 16,203)
B02800	Proceeds from disposal of property, plant and equipment	-	76
B04500	Acquisition of intangible assets	(3,106)	(2,451)
B05400	Acquisition of investment property	-	(27,000)
B06700	Decrease (increase) in other non-current assets	(3,250)	198
B07100	Increase (decrease) in prepayments for business facilities	2,350	(2,350)
B07500	Interest received	407	51
B07600	Dividends received	8,788	4,136
B09900	Other investing activities	(3,975)	(17,386)
BBBB	Net cash flows from (used in) investing activities	(45,371)	(154,678)
	Cash flows from (used in) financing activities		
C00500	Increase in short-term notes and bills payable	100,000	100,000
C00600	Decrease in short-term notes and bills payable	(100,000)	(100,000)
C01600	Proceeds from long-term debt	210,000	250,000
C01700	Repayments of long-term debt	(222,033)	(186,268)
C04020	Payments of lease liabilities	(18,138)	(18,002)
C04500	Cash dividends	(22,305)	(55,762)
C05600	Interest paid	(5,921)	(3,860)
CCCC	Net cash flows from (used in) financing activities	(58,397)	(13,892)
EEEE	Net increase (decrease) in cash and cash equivalents	183,682	(24,731)
E00100	Cash and cash equivalents at beginning of period	115,521	140,252
E00200	Cash and cash equivalents at end of period	$ 299,203	$ 115,521

The attached notes are part of this consolidated financial statement.

【Annex 7】

Chateau International Development Co., Ltd.
2022 Profit Distribution List

Unit: New Taiwan Dollar (NT$)

Item	Amount
Beginning retained earnings	64,817,936
Actuarial profit or loss accounted to retained earnings	1,070,037
Disposal of equity instrument investments measured at fair value through other comprehensive income	(2,950,914)
2022 Net profit after tax	154,294,844
	217,231,903
Minus: Set Aside Legal Reserve	15,241,397
Self Set Aside Special Reserve	30,482,793
2022 Earnings for Distribution	171,507,713
Distributable items for current period:	
Bonus for Shareholders Appropriation - Stock (NT0.60/share)	66,913,770
Bonus for Shareholders Appropriation - Cash (NT0.60/share)	66,913,783
2022 Unappropriated retained earnings	37,680,160

Note 1: The Company passed the Amendment to the Articles of Incorporation Proposal in the interim shareholders meeting on February 3, 2012, where since 2001 to 2048, the year that the Company is operated in a single operating base, in case of earnings indicated from the annual accounts, there shall be twenty percent (20%) of Special reserve retained as the Fund for Expansion.

Note 2: The Company has issued a total of 111,522,961 shares.

Note 3: The actual outstanding number of shares of the Company is 111,522,961 shares, and the bonus proposed to appropriate to shareholders in current period is NT$133,827,553, with cash dividend NT$0.6 and stock dividend NT$0.6 per share, for cash dividend appropriated less than NT$1.00 called odd lots, the President is Authorized to take care of it.

【Annex 8】

Chateau International Development Co., Ltd.

List of Release the Prohibition on Director Candidates from Participation in Competitive Business

Candidate name	Currently holding positions in other companies
Guantian Investment Development Co., Ltd. Representative: CHEN, SIE-TONG	Chairman, Fu Lang Development Co., Ltd. Director, Chia Chi Sdry Enterprise Co., Ltd. Chairman, Fu Lang Development Co., Ltd.
Guantian Investment Development Co., Ltd. Representative: YOU, GUO-FANG	Director*, Luxe Green Energy Technology Co., Ltd.
Zhongxin Development Co., Ltd. Representative: CHANG, HUEI-RU	Supervisor, Zhongxin Japan Co., Ltd. Director, Business Planning Division, Zhongxin Development Co., Ltd. Chief Financial Officer, KHH Arena Corporation Director, Qun Xin Properties Co., Ltd.
Zhongjia International Investment Co., Ltd.	-
CHEN, CHUNG-HSIEN	Deputy Chairman, Quintain Steel Co., Ltd. Director, Guantian Investment Development Co., Ltd. Supervisor, Kunbao Industrial Co., Ltd. Chairman, Wise Co., Ltd. Director, Chateau International Development Company Limited Chairman, Asahi Enterprises Corp. Director, Launcher International Corporation Director, Hsin-shih Textile Co., Ltd.
Hsin-shih Textile Co., Ltd. Representative: CHEN, MI-JYUAN	Deputy Chairman, Chateau Fulang Hotel Development Co., Ltd. Chairman, Polydo Investment Co., Ltd. Chairman, Launcher International Corporation Deputy Chairman, Asahi Enterprises Corp. Supervisor, Jiayuan Investment Development Co., Ltd. Deputy Chairman, Concord International Securities Co., Ltd. Deputy Chairman, Smokey Joe's Co., Ltd. Supervisor, Park Ave Coworking Space Co., Ltd. Director, Hsin-shih Textile Co., Ltd. Supervisor, Ming Qi Co., Ltd.
CHEN, PIN-CHUN	Director, Concord International Securities Co., Ltd. Special Assistant of Chairman of Concord International Securities Co., Ltd. Supervisor, Chia Chi Sdry Enterprise Co., Ltd. Director, Chin Lai International Development Co., Ltd. Supervisor, Polydo Investment Co., Ltd. Director, Qun Li Energy Co., Ltd. Director*, Luxe Green Energy Technology Co., Ltd. Supervisor*, Luxe Solar Co., Ltd. Director*,Senxin Energy Co., Ltd. Director*, Lehua Investment Co., Ltd. Supervisor*, Case Energy Co., Ltd. Director*, Wan Chuan Construction Co., Ltd.

Candidate name	Currently holding positions in other companies
DU, CIOU-PING	-
CHEN, LONG-FONG	Director, Zhangpu Minrong Aquatic Products Development Co., Ltd. General Manager, Zhangpu Minrong Aquatic Products Development Co., Ltd.
WANG, HONG-CYUAN	Chairman, Futeng Construction Co., Ltd. Chairman, Fei-hwan Co., Ltd. Independent director*, Quintain Steel Co., Ltd.
JIAN, HAN-RU	Director, JIAN, HAN-RU Attorneys at Law Independent director*, Quintain Steel Co., Ltd.
WEI, FU-QUAN	Independent Director, Concord International Securities Co., Ltd. Independent director*, Quintain Steel Co., Ltd.

Note: *Indicates new positions after the shareholders meeting on May 25, 2022.

【Appendix 1】

Chateau International Development Co., Ltd. Articles of Incorporation

Chapter 1 General Provisions

Article 1:

The Company shall be incorporated under the Company Act of the Republic of China, and its name shall be Chateau International Development Co., Ltd.

Article 2:

The business items operated by the Company are as follows:

1. E801010 Indoor Decoration
2. F101100 Wholesale of Flowers
3. F107050 Wholesale of Fertilizer
4. F107080 Wholesale of Environmental Agents
5. F111090 Wholesale of Building Materials
6. F113010 Wholesale of Machinery
7. F201070 Retail sale of Flowers
8. F203020 Retail Sale of Tobacco and Alcohol
9. F203010 Retail Sale of Food, Grocery and Beverage
10. F204110 Retail Sale of Cloths, Garments, Shoes, Hats, Umbrellas and Clothing Accessories
11. F207050 Retail Sale of Fertilizer
12. F207080 Retail Sale of Environmental Agents
13. F209060 Retail Sale of Culture, Education, Musical Instruments and Educational Entertainment Supplies
14. F211010 Retail Sale of Building Materials
15. F213080 Retail Sale of Machinery and Tools
16. F214020 Retail Sale of Motorcycles
17. F214030 Retail Sale of Motor Vehicle Parts and Motorcycle Parts, Accessories
18. F214060 Retail Sale of Ship and Component Parts Thereof
19. F501060 Restaurants
20. H701010 Housing and Building Development and Rental
21. H701070 Process Zone Expropriation and Urban Land Readjustment Agency
22. I102010 Investment Consulting
23. I103060 Management Consulting
24. I503010 Landscape and Interior Designing
25. I504010 Floriculture Designing
26. J101050 Environmental Testing Services
27. J601010 Arts and Literature Service
28. J602010 Performing Arts Activities
29. J701020 Amusement Parks
30. J701080 Water Recreation Activities Operator
31. J801030 Athletics and Recreational Sports Stadium
32. J901020 Regular Hotel
33. JE01010 Rental and Leasing
34. ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.

Article 3:

The Company may provide external guarantees and reinvestments for business purposes, and its reinvestments are not subject to the limit of 40% of the Company's paid-in capital under Article 13 of the Company Act.

Article 4:

The Company shall have its head office in Pingtung County, the Republic of China, and may, pursuant to a resolution adopted at the meeting of the Board of Directors, set up branch offices within or outside the territory of the Republic of China when deemed necessary.

Chapter 2 Capital Stock

Article 5:

The total capital stock of the Company shall be in the amount of NT$ 2,100,000,000, divided into 210,000,000 shares, at NT$10 each, to be issued in installments.

Article 6:

The shares issued by the Company are exempted from printing, but should be registered in Centralized Securities Depository Enterprises.

Article 7:

The registration of the transfer of shares shall be closed within 60 days prior to the annual shareholders' meeting, within 30 days prior to the extraordinary shareholders' meeting, or within 5 days prior to the base date of the Company's decision to distribute dividends and bonuses or other benefits, unless otherwise provided by law.

Except as otherwise provided by laws and regulations and securities regulations, the Company's stock transactions are handled in accordance with the provisions of the Company Act and the "Regulations Governing the Administration of Shareholder Services of Public Companies".

Article 8:

The transfer of shares acquired by the Company is limited to the employees of the Company and its domestic and foreign controlled or subordinate companies, and the terms and conditions of the transfer are authorized to be determined by the board of directors.

Article 9:

The issuance of employee stock options and new shares with restricted employee rights are limited to employees of the Company and its domestic and foreign controlled or subordinate companies, and the terms and conditions and the method of transfer are authorized to be determined by the board of directors.

Article 10:

The Company reserves the right to issue new shares in cash for subscription by employees only to employees of the Company and its domestic and foreign controlled or subordinate companies, and the terms and conditions and the manner of subscription are authorized to be determined by the board of directors.

Chapter 3 Shareholders' Meeting

Article 11:

There are two types of shareholders' meetings: annual meetings and extraordinary meetings. Annual meetings are held annually within six months after the end of each fiscal year and convened by the Board of Directors in accordance with the law. Extraordinary meetings are convened in accordance with the law when necessary.

Article 11-1:

The Company may hold the shareholders' meeting by means of visual communication network or other methods promulgated by the central competent authority. Under the circumstances of calamities, incidents, or force majeure, the central competent authority may promulgate a ruling that authorizes a company, which has no above provision in its Articles of Incorporation, within a certain period of time can hold its shareholders' meeting by means of visual communication network or other promulgated methods.

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

The conditions, operating procedures and other matters to be complied with in the public offering of shares as stipulated in the preceding two items shall be subject to the provisions of the competent securities authorities.

Article 12:

In case that a shareholder cannot attend the shareholders meeting, such shareholder may appoint a proxy to attend the meeting by providing the proxy form issued by this Corporation and stating the scope of the proxy's authorization with his/her signature or stamp.

Article 13:

Each shareholder is entitled to one vote for each share held. However, those shares held in accordance with Article 179 of the Company Act without voting rights.

Article 14:

Unless otherwise provided for in the Company Act, a meeting of shareholders shall proceed only if attended by shareholders representing more than one-half of the total outstanding capital stock of the Company. Resolutions of a shareholders meeting shall be made at the meeting with the concurrence of a majority of the votes held by the shareholders present at the meeting.

In accordance with the regulations of the competent authorities, the shareholders of the Company may also exercise their voting rights electronically or in writing. Shareholders who exercise their voting rights electronically are considered to be present in person, and their relevant matters are handled in accordance with the provisions of the law.

Chapter 4 Directors

Article 15:

The Company shall have 9 to 13 Directors to be elected at the shareholders meeting from among the individuals of legal capacity, with the term of three years. All Directors shall be eligible for re-election.

A candidate nomination system is used for the election of all directors of the Company.

The Company may establish independent directors among the aforementioned quota. The number of independent directors shall not be less than three and shall not be less than one-fifth of the number of directors. A candidate nomination system shall be adopted for the election and they shall be elected by the shareholders from the list of candidate independent directors.

The professional qualifications, shareholdings, restrictions on concurrent positions, nominations and other matters to be followed by independent directors are in accordance with the relevant regulations of the competent securities authorities.

The Company has established an audit committee in accordance with Article 14-4 of the Securities and Exchange Act. The audit committee is composed of independent directors and its number shall not be less than three, one of whom shall be the convener. The exercise of its powers and functions and related matters shall be governed by the relevant laws and regulations, and its organizational procedures shall be separately determined by the Board of Directors.

Article 16:

The Company may purchase liability insurance for directors and key employees during their tenure of office in respect of their liability under the law for performing the scope of the Company's business in order to protect the interests of all shareholders and reduce the Company's operating risks. The Board of Directors is authorized to exercise full authority in matters relating to insurance coverage.

Article 17:

The Directors shall constitute the Board of Directors and shall elect one Chairman and one deputy Chairman of the Board from among themselves by a majority at a meeting attended by at least two-thirds of the Directors. The Chairman shall externally represent the Company.

The powers and duties of the Board of Directors and the manner of resolution shall be in accordance with the provisions of the Company Act of ROC, except that the following matters shall require the approval of at least two-thirds of all directors:

1. Establish and abolish branch offices.
2. Review and approve the budget.
3. Give approval for the company to invest in other businesses.
4. Propose the distribution of earnings.
5. Propose division of powers and responsibilities between the Board of Directors and the General Manager.

6. Employ and dismiss the personnel at the level of Deputy General Manager or above.
7. Appoint, change or dismiss attorneys and accountants.
8. Other powers and responsibilities in accordance with the Company Act or the Securities and Exchange Act or the Guidelines for Establishing Internal Control Systems for Public Companies or relevant laws and regulations or resolutions of shareholders' meetings.
9. Prepare the proposals to be submitted to the shareholders' meeting.

If a director is unable to attend a board of directors' meeting in person for any reason, he or she may appoint another director to attend, but each director may only act for one director.

Article 18:

In case the Chairman of the Board of Directors is on leave or absent or can not exercise his power and authority for any cause, a delegate shall be appointed in compliance with Article 208 of the Company Act.

Article 19:

The Board of Directors shall convene a meeting of the Board of Directors, stating the reason for the meeting, and notify the directors seven days in advance. However, in case of emergency, board meetings may be called for at any time.

The notice of convening in the preceding paragraph may be made by electronic means with the consent of the parties concerned.

Article 20:

The remuneration of all directors is authorized to be determined by the Compensation Committee based on their participation in the Company's operations and the value of their contributions, taking into account industry standards, and then submitted to the Board of Directors for resolution.

Chapter 5 Managerial Officials

Article 21:

The Company may have several managerial officers. Appointment, discharge and the remuneration of the managerial officers shall be in compliance with Article 29 of the Company Act unless specified herein.

Chapter 6 Accounting

Article 22:

The fiscal year of the Company starts from Jan. 1 and ends on Dec. 31 each year. After the close of each fiscal year, the Board of Directors shall prepare the following reports. Submitted to the General Meeting of Shareholders for recognition in accordance with statutory procedures

1. Business report.
2. Financial statements.
3. Profit distribution or proposals concerning appropriation of net profits

or making up losses.

Article 23:

If there is profit at the end of each fiscal year, no less than 1% of profit of the current year distributable as employees' compensation shall be appropriated. The Compensation Committee shall make recommendations and submit them to the Board of Directors for resolution, and the distribution shall be made in shares or cash with the presence of at least two-thirds of the Directors and the approval of a majority of the Directors present, and shall be limited to the employees of the Company and its domestic and foreign controlled or subordinate companies; the so-called controlled or subordinate companies are defined in accordance with Article 369-2, Article 369-3, Article 369-9, Paragraph 2 and Article 369-11 of the Company Act. The terms and conditions and the method of distribution are authorized to be determined by the Board of Directors. The Company may set aside not more than 1% of the above-mentioned profit amount as remuneration to directors after the Compensation Committee makes a recommendation and sends it to the Board of Directors for resolution, with the attendance of at least two-thirds of the directors and the approval of a majority of the directors' present. The remuneration to employees and remuneration to directors should be reported to the shareholders' meeting.

However, the Company's accumulated losses shall have been covered first, and then the remuneration to employees and directors should be provided in proportion to the aforementioned amount.

Article 24:

After closing of accounts, if there is earnings, the Company shall

1. Make up the losses for the preceding years.
2. "Net income after tax for the period" plus "Amount of items other than net income for the period included in undistributed earnings for the year". Set aside a legal reserve of 10% of the net profit. Moreover, the Company shall set aside 20% of the special reserve for the expansion fund for each year the that the Company is a single operating base from 2011 through 2048, and shall establish an expansion fund account for the funds set aside each year.
3. In accordance with the Law, if the amount of "net increase in fair value of investment property accumulated in prior years" and "net decrease in other equity accumulated in prior years" is not sufficient, the same amount of special reserve should be provided from prior years' undistributed earnings before the distribution of earnings, and if there is still a shortfall, the same amount should be provided from current period's net income plus items other than current period's net income.
4. The Board of Directors shall prepare a proposal for distribution in accordance with the dividend policy and submit it to the shareholders' meeting for approval after adding the undistributed earnings at the beginning of the period and adjusting the undistributed earnings for the current period.

20% of the special reserve appropriated in accordance with Paragraph 1, Subparagraph 2:

1. The funds in the expansion fund account are for exclusive use and are restricted to be used for operations related to the expansion of new operating locations such as building, operating equipment, operating revolving funds or bank guarantees.

2. The investment targets of the Expanded Fund account are mainly for stable interest earning and are limited to time deposits, government bonds, bond funds, ETF funds and portfolio funds.
3. Appropriation may be stopped only if one of the following conditions is met:
   (1) The total amount of investment for acquiring new operational sites must be at least NT$500 million, and the new operational sites must be profitable for two consecutive years.
   (2) The special reserve has doubled the paid-in capital.

The Company is developed steadily currently and will master fluctuations internally and externally to reach sustainability of operation and development. The Board of Directors shall consider the Company's future capital expenditure budget and capital requirements and evaluate the necessity of using earnings to fund the Company's operations in order to determine the amount to be retained or distributed as dividends or bonuses to shareholders in the form of cash, with no less than 30% in cash and no more than 70% in stock.

Chapter 7 Supplementary Provisions

Article 25:

In regard to all matters not provided for in these Articles of Incorporation, the Company Act and other relevant regulations shall govern.

Article 26:

When the Company intends to cancel the public offering of its shares, it shall be submitted to the shareholders' meeting for resolution, and this provision shall not be changed during the period of the Emerging Stock Market and the period of the listed stock market.

Article 27:

The Articles of Incorporation was stablished on Sep. 8, 1995.

1st amendment was made on Nov. 5, 1995.

2nd amendment was made on Apr. 18, 1996.

3rd amendment was made on Jul. 14, 1997.

4th amendment was made on Apr. 3, 1998.

5th amendment was made on Jun. 20, 1998.

6th amendment was made on Jan. 5, 1999.

7th amendment was made on Jul. 28, 2000.

8th amendment was made on Feb. 6, 2001.

9th amendment was made on Jun. 18, 2001.

10th amendment was made on Oct. 16, 2001.

11th amendment was made on Jun. 28, 2002.

12th amendment was made on Sep. 4, 2003.

13th amendment was made on Mar. 8, 2005.
14th amendment was made on Jun. 23, 2006.
15th amendment was made on Nov. 17, 2006.
16th amendment was made on May. 9, 2007.
17th amendment was made on Dec. 5, 2007.
18th amendment was made on May. 5, 2008.
19th amendment was made on Mar. 10, 2009.
20th amendment was made on Nov. 9, 2010.
21st amendment was made on May. 13, 2011.
22nd amendment was made on Feb. 3, 2012.
23th amendment was made on Mar. 4, 2013.
24th amendment was made on May. 23, 2013.
25th amendment was made on May 23, 2016.
26th amendment was made on May 17, 2019.
27th amendment was made on May 6, 2021.
28th amendment was made on May 25, 2022.

【Appendix 2】

Chateau International Development Co., Ltd.

Rules of Procedure for Shareholders Meetings

Article 1:

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

Article 2: (Principles determining the time and place of a shareholders meeting)

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

When the Company holds a shareholders' meeting by means of video conference, the Company shall be exempted from the meeting place restriction in the preceding paragraph.

Article 3: (Convening shareholders meetings and shareholders meeting notices)

Unless otherwise provided by law or regulation, this Corporation’s shareholders meetings shall be convened by the board of directors.

Any change in the manner of holding a shareholders' meeting shall be resolved by the Board of Directors and shall be made at the latest before the mailing of the notice of the shareholders' meeting.

This Corporation shall prepare electronic versions of the shareholders meeting notice and proxy forms, and the origins of and explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors, and upload them to the Market Observation Post System (MOPS) before 30 days before the date of a regular shareholders meeting or before 15 days before the date of a special shareholders meeting. This Corporation shall prepare electronic versions of the shareholders meeting agenda and supplemental meeting materials and upload them to the MOPS before 21 days before the date of the regular shareholders meeting or before 15 days before the date of the special shareholders meeting. However, if the Company's paid-in capital reached NT$10 billion or more as of the end of the most recent fiscal year, or if the total percentage of foreign-invested and China-invested shares recorded in the shareholders' register of the Company reached 30% or more as of the most recent fiscal year, the Company shall complete the transmission of electronic records before the shareholders' meeting 30 days prior to the meeting. In addition, before 15 days before the date of the shareholders meeting, this Corporation shall also have prepared the shareholders meeting agenda and supplemental meeting materials and made them available for review by shareholders at any time. The meeting agenda and supplemental materials shall also be displayed at this Corporation and the professional shareholder services agent.

The aforementioned handbook and supplementary information shall be made available to shareholders on the date of the shareholders' meeting in the following manner:

1. If a physical shareholders' meeting is held, it shall be distributed on site at the shareholders' meeting.

2. When a video-assisted shareholders' meeting is held, it shall be distributed onsite at the shareholders' meeting and transmitted to the video conference platform by electronic file.
3. When a shareholders' meeting is held by video conference, it should be sent to the video conference platform by electronic file.

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

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

Where re-election of all directors as well as their inauguration date is stated in the notice of the reasons for convening the shareholders meeting, after the completion of the re-election in said meeting such inauguration date may not be altered by any extraordinary motion or otherwise in the same meeting.

A shareholder holding one percent or more of the total number of issued shares may submit to this Corporation a proposal for discussion at a regular shareholders meeting. The number of items so proposed, however, is limited to one only, and no proposal containing more than one item will be included in the meeting agenda. In addition, when the circumstances of any subparagraph of Article 172-1, paragraph 4 of the Company Act apply to a proposal put forward by a shareholder, the board of directors may exclude it from the agenda. Shareholders may submit a proposal for urging the corporation to promote public interests or fulfill its social responsibilities, however, in terms of procedure, the number of items so proposed is limited to one only in accordance with the relevant regulations in Article 172-1 of the Company Act, and no proposal containing more than one item will be included in the meeting agenda.

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

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

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

Article 4: (proxy attending the shareholders meeting and authorization)

For each shareholders meeting, a shareholder may appoint a proxy to attend the meeting by providing the proxy form issued by this Corporation and stating the scope of the proxy's authorization.

A shareholder may issue only one proxy form and appoint only one proxy for any given shareholders meeting, and shall deliver the proxy form to this Corporation before five days before the date of the shareholders meeting. When duplicate proxy forms are delivered, the one received earliest shall prevail unless a declaration is made to cancel the previous proxy appointment.

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

If a shareholder wishes to attend a shareholders' meeting by video conference after the proxy form has been delivered to the Company, he/she shall give written notice of revocation to the Company two days prior to the shareholders' meeting; if the proxy is revoked after that date, the proxy shall be the one who attends and exercises the right to vote.

Article 5: (Preparation of documents such as the attendance book)

The Company shall specify in the notice of the meeting the time and place for the shareholders, solicitors and proxy (hereinafter referred to as shareholders) to report to the meeting, and other matters to be noted.

The above-mentioned time for receiving shareholders' report shall be at least 30 minutes prior to the commencement of the meeting; the check-in area shall be clearly marked and adequate and appropriate personnel shall be assigned to handle the check-in; the shareholders who have completed the check-in shall be deemed to be present in person at the shareholders' meeting.

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

This Corporation shall furnish the attending shareholders or their proxies (collectively, "shareholders") with an attendance book to sign, or attending shareholders may hand in a sign-in card in lieu of signing in.

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

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

If a shareholders' meeting is held by video conference, shareholders who wish to attend by video conference should register with the Company two days prior to the shareholders' meeting.

If a shareholders' meeting is held by video conference, the Company shall upload the meeting booklet, annual report and other relevant information to the shareholders' meeting video conference platform at least 30 minutes prior to the start of the meeting and continue to disclose them until the end of the meeting.

Article 5-1 Convening a video conference of the shareholders' meeting and the matters to be included in the notice of convening

The Company shall convene a video conference of the shareholders' meeting by stating the following in the notice of the shareholders' meeting:

1. Methods of shareholders' participation in video conferences and exercise of rights.
2. If the video conferencing platform or video call is impaired due to natural disasters, events or other force majeure circumstances, at least the following items shall be included:
   (1) The time when the meeting has to be postponed or adjourned due to the continued failure to remove the preexisting obstacles, and the date when the meeting has to be postponed or adjourned.
   (2) Shareholders who have not registered to participate in the original shareholders' meeting by video conference are not allowed to participate in the adjourned or reconvened meeting.
   (3) If a video-assisted shareholders' meeting cannot be continued, the shareholders' meeting shall continue if the total number of shares present reaches the legal quota for the shareholders' meeting after deducting the number of shares present at the shareholders' meeting by means of video, and the number of shares present at the shareholders' meeting by video conference shall be counted as the total number of shares present, and all motions at the shareholders' meeting shall be deemed to be abstained.
   (4) The way to handle the situation in case all the motions have been announced but no provisional motion has been made.

The shareholders' meeting held by video conference shall be convened with appropriate alternative measures for shareholders who have difficulties in participating in the shareholders' meeting by video conference.

Article 6: (The chair and non-voting participants of a shareholders meeting)

If a shareholders meeting is convened by the board of directors, the meeting shall be chaired by the chairperson of the board. When the chairperson of the board is on leave or for any reason unable to exercise the powers of the chairperson, provisions in Article 208 of the Company Act shall be complied.

It is advisable that shareholders meetings convened by the board of directors be attended by a majority of the directors.

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

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

Article 7: (Calculation on the number of shares in attendance and call the meeting)

Attendance at shareholders meetings shall be calculated based on numbers of shares. The number of shares attended is based on the number of shares reported in the sign-in book or the attendance card and the video conference platform, and sign-in cards handed in plus the number of shares whose voting rights are exercised by correspondence or electronically.

The chair shall call the meeting to order at the appointed meeting time, and announce relevant information of the number of attendance without voting rights and the number of shares in attendance, etc. However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than one hour, may be made.

If the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the chair shall declare the meeting adjourned. If the shareholders' meeting is held by video conference, the Company shall also announce dismissal of the meeting on the video conference platform of the shareholders' meeting.

Article 8: (Discussion of proposals)

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

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

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

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

After close of the said meeting, shareholders shall not elect another chairman to hold another meeting at the same place or at any other place.

Article 9: (Shareholder speech)

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

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

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

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

When a juristic person shareholder appoints two or more representatives to attend a shareholders meeting, only one of the representatives so appointed may speak on the same proposal. In the event of a dispute or uncertainty among the delegates, the chairman may designate one of the delegates to speak, and any second person or more shall be deemed not to have spoken.

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

If a shareholders' meeting is convened by video conference, shareholders participating by video conference may ask questions by text on the video conference platform after the chairman announces the meeting and before the meeting is adjourned, with the number of questions per motion not to exceed two and each time limited to 200 words; provided that it does not apply to the provisions in Paragraph 1 to 5.

If the aforementioned question does not violate the regulations or is within the scope of the motion, it is appropriate to disclose the question on the video conference platform of the shareholders' meeting for public information.

If a person violates the provisions of these rules regarding speech, his or her speech shall be considered as not having been delivered, and the chairman may stop his or her speech, and the speech shall not be included in the record of proceedings, and shall be handled in accordance with the provisions of Article 15.

Article 10: (Calculation of voting shares and recusal system)

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

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

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

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

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

Article 11: (Motion voting, vote monitoring and vote counting)

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

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

A shareholder intending to exercise voting rights by correspondence or electronic means under the preceding paragraph shall deliver a written declaration of intent to this Corporation before 2 days before the date of the shareholders meeting. When duplicate declarations of intent are delivered, the one received earliest shall prevail, except when a declaration is made to cancel the earlier declaration of intent.

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

Except as otherwise provided in the Company Act and in this Corporation’s articles of incorporation, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders.

At the time of a vote, for each proposal, the chair or a person designated by the chair shall first announce the total number of voting rights represented by the attending shareholders, followed by a poll of the shareholders. After the conclusion of the meeting, on the same day it is held, the results for each proposal, based on the numbers of votes for and against and the number of abstentions, shall be entered into the MOPS.

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

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

The counting of votes for a shareholders' meeting resolution or an election proposal shall be done openly in the venue of the shareholders' meeting, and the voting results, including the number of votes counted, shall be announced and recorded on the spot after the counting of votes is completed.

When the Company convenes a shareholders' meeting by video conference, the shareholders participating by video conference shall vote on each motion and election motion through the video conference platform after the chairman announces the opening of the meeting, and shall complete the voting before the chairman announces the closing of the voting, and any delay shall be deemed as abstention.

If the shareholders' meeting is convened by video conference, the chairman shall announce the close of the voting and announce the voting and election results for a one-time vote count.

When the Company convenes a video-assisted shareholders' meeting, shareholders who have registered to attend the shareholders' meeting by video conference in accordance with Article 6 and wish to attend the physical shareholders' meeting in person shall deregister in the same manner as they registered two days prior to the shareholders' meeting; if they deregister after that time, they may attend the shareholders' meeting by video conference only.

Those who exercise their voting rights by written or electronic means without revoking their intention and participate in the shareholders' meeting by video conference may not exercise their voting rights on the original motion or propose amendments to the original motion or exercise their voting rights on the amendments to the original motion, except for temporary motions.

Article 12: (Matters for election)

The election of directors at a shareholders meeting shall be held in accordance with the applicable election and appointment rules adopted by this Corporation, and the voting results shall be announced on-site immediately, including the names of those elected as directors and the numbers of votes with which they were elected.

The ballots for the election referred to in the preceding paragraph shall be 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 13: (Meeting minutes and signed matters)

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

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

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

If a shareholders' meeting is convened by video conference, the minutes of the meeting shall include, in addition to the matters required to be recorded in the preceding paragraph, the starting and ending time of the shareholders' meeting, the manner in which the meeting is convened, the names of the chairman and the minutes of the meeting, and the manner and circumstances under which the video conference platform or video call may be obstructed due to natural disasters, events or other force majeure circumstances.

In addition to the aforementioned provisions, the Company shall convene a shareholders' meeting by video conference and shall include in the minutes of the meeting alternative measures for shareholders who have difficulties in participating in the shareholders' meeting by means of video.

The attendance book of the attending shareholders and the proxy form of the attending proxies shall be retained for at least 1 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 14: (Public disclosure)

On the day of a shareholders meeting, this Corporation shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation and the number of shares represented by proxy agent, the number of shares attended by shareholders by written or electronic means, and shall make an express disclosure of the same at the place of the shareholders meeting. If a shareholders' meeting is held by video conference, the Company shall upload the aforementioned information to the video conference platform of the shareholders' meeting at least 30 minutes prior to the commencement of the meeting and continue to disclose the information until the end of the meeting.

The Company shall disclose the total number of shares of shareholders present on the video conference platform at the time of announcing the commencement of the shareholders' meeting. The same applies if the total number of shares and voting rights of shareholders' present are also counted during the meeting.

If matters put to a resolution at a shareholders meeting constitute material information under applicable laws or regulations, this Corporation shall upload the content of such resolution to the MOPS within the prescribed time period.

Article 15: (Maintaining order at the meeting place)

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

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

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

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

Article 16: (Recess and resumption of a shareholders meeting)

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

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

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

Article 17: (Documentation of a shareholders meeting by audio or video)

This Corporation shall continuously and uninterruptedly record and video tape the whole process of shareholders' report, meeting and vote counting from the time of receiving shareholders' report.

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

If a shareholders' meeting is held by video conference, the Company shall keep records of the shareholders' registration, registration, attendance, questions, voting and the Company's vote counting results, and shall continuously and uninterruptedly record and video tape the entire video conference.

The Company shall keep the aforementioned information and audio recordings for the duration of their existence, and shall provide the audio recordings to the person to whom the video conference is entrusted for retention.

If the shareholders' meeting is held by video conference, the Company is advised to record the operation interface of the backend of the video conference platform.

Article 18 (Video Conference Information Disclosure)

If a shareholders' meeting is held by video conference, the Company shall disclose the voting results of each motion and election results on the video conference platform of the shareholders' meeting immediately after the close of voting in accordance with the regulations, and shall continue to disclose the results for at least fifteen minutes after the meeting is adjourned by the chairman.

Article 19 (Location of the chairman and recorder of the shareholders' meeting)

When the Company holds a shareholders' meeting by video conference, the chairman and the recorder shall be present at the same place in the country, and the chairman shall announce the address of such place at the time of the meeting.

Article 20 (Handling of Interruptions)

If a shareholders' meeting is held by video conference, the Company may provide a simple connection test for shareholders before the meeting and provide related services immediately before and during the meeting to assist in handling technical problems of communication.

If a shareholders' meeting is convened by video conference, the chairman shall, at the time of announcing the meeting, separately announce that, except for the circumstances specified in Article 44-24 of the Guidelines Governing the Handling of Stock Issuances by Public Companies that do not require the adjournment or continuation of the meeting, if, before the chairman announces the adjournment of the meeting, an obstacle to participation on the video conference platform or by video call occurs due to a natural disaster, an event or other force majeure that lasts for more than 30 minutes, the date of the meeting shall be adjourned or renewed within five days, and the provisions of Article 182 of the Company Act shall not apply.

In the event of an adjournment or renewal of a meeting, shareholders who have not registered to participate in the original shareholders' meeting by video conference shall not participate in the adjourned or renewed meeting.

The number of shares, voting rights and voting rights exercised at the original shareholders' meeting shall be counted as the total number of shares, voting rights and voting rights of shareholders present at the adjourned or renewed meeting for those shareholders who have registered to attend the original shareholders' meeting by video conference and have completed reporting for the meeting, but have not attended the adjourned or renewed meeting.

If the shareholders' meeting is adjourned or reconvened in accordance with Paragraph 2, it is not necessary to discuss and resolve again the motions for which the voting and counting of votes have been completed and the voting results or the list of directors elected have been announced.

When the Company holds a video-assisted shareholders' meeting and the video conference meeting cannot be continued due to the reasons in Paragraph 2, if the total number of shares present still reaches the legal quota for the shareholders' meeting after deducting the number of shares present by video, the shareholders' meeting shall continue without postponement or subsequent meeting in accordance with Paragraph 2.

In the event that a meeting should be continued in accordance with the preceding paragraph, the number of shares attended by shareholders participating in the meeting by video conference shall be counted as the total number of shares of shareholders present, but shall be deemed to be abstained for all motions at that meeting.

If the Company adjourns or renews a meeting in accordance with Paragraph 2, the Company shall comply with the provisions set forth in Article 44, Paragraph 27 of Regulations Governing the Administration of Shareholder Services of Public Companies, and shall complete the relevant preliminaries in accordance with the date of the original shareholders' meeting and the provisions of each such Article.

If a public company attends a shareholders' meeting using the latter paragraph of Article 12 and Article 13, Paragraph 3 of the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies, or the period specified in Article 44-5, Paragraph 2, Article 44-15, or Article 44-17, Paragraph 1 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the Company shall postpone or renew the date of the shareholders' meeting in accordance with the provisions of Paragraph 2.

Article 21 (Handling the digital gap)

When the Company holds shareholders' meeting by means of video conference, the Company shall provide appropriate alternative measures for shareholders who have difficulty attending the shareholders' meeting by video conference.

Article 22:

In regard to all matters not provided for herein, the Company Act and other relevant regulations shall govern.

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

Article 23:

The establishment was made on May 5, 2008 during the annual shareholders meeting.

1st amendment was made on May. 13, 2011.
2nd amendment was made on Feb. 3, 2012.
3rd amendment was made on Mar. 4, 2013.
4th amendment was made on May 11, 2015.
5th amendment was made on May 12, 2019.
6th amendment was made on May 06, 2021.
7th amendment was made on Nov. 25, 2022.

【Appendix 3】

Shareholdings of All Directors

1. The paid-in capital of the Company is NT$ 1,115,229,610 and the number of shares issued is 111,522,961.
2. In accordance with the provisions in Article 2 of "Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies", the minimum legally-held shares of all directors are 6,691,378 shares.
3. The company has designed an audit committee, so there is no applicable statutory number of shares held by supervisors.
4. Shareholdings of individual and all directors recorded in the shareholders' roster as of the CSDE (April 1, 2023) of this Annual Stockholders' Meeting are stated as follows:

Title	Name	Appointment Date	Term (Years)	Shareholding when elected		Shareholding on CSDE	
				shares	%	shares	%
Director	Guantian Investment Development Co., Ltd. Representative: CHEN, SIE-TONG	2022.05.25	3	29,773,581	26.69%	32,832,581	29.44%
Director	Guantian Investment Development Co., Ltd. Representative: YOU, GUO-FANG	2022.05.25	3				
Director	AARON CHEN	2022.05.25	3	1,599,084	1.43%	1,599,084	1.43%
Director	Zhongxin Development Co.,Ltd. Representative: CHANG, HUEI-RU	2022.05.25	3	22,491,623	20.17%	22,491,623	20.17%
Director	Zhongjia International Investment Co., Ltd.	2022.05.25	3	5,928,269	5.32%	5,928,269	5.32%
Director	CHEN, PIN-CHUN	2022.05.25	3	812,723	0.73%	812,723	0.73%
Director	CHEN, LONG-FONG	2022.05.25	3	0	0.00%	0	0.00%
Director	Hsin-shih Textile Co., Ltd. Representative: CHEN, MI-JYUAN	2022.05.25	3	144,727	0.13%	117,727	0.11%
Director	DU, CIOU-PING	2022.05.25	3	875,613	0.79%	871,613	0.78%
Independent Director	WANG, HONG-CYUAN	2022.05.25	3	0	0.00%	0	0.00%
Independent Director	JIAN, HAN-RU	2022.05.25	3	0	0.00%	0	0.00%
Independent Director	WEI, FU-QUAN	2022.05.25	3	0	0.00%	0	0.00%
Actual Shareholding of all Supervisors				61,625,620	55.26%	64,653,620	57.97%

【Appendix 4】

The Impact of Stock dividend Issuance on Business Performance, EPS, and Shareholder Return Rate

Unit: NT$1000, share

<table>
<tr><td colspan="3">Year
Item</td><td>2022
(Estimates)</td></tr>
<tr><td colspan="3">Initial Paid-in Capital</td><td>1,115,230</td></tr>
<tr><td rowspan="3">Current Year Dividends</td><td colspan="2">Cash dividend per share</td><td>0.60(Note 2)</td></tr>
<tr><td colspan="2">Number of share allotment from earnings transferred to capital</td><td>0.06(Note 2)</td></tr>
<tr><td colspan="2">Number of share allotment from capital surplus transferred to capital</td><td>0</td></tr>
<tr><td rowspan="7">Variation of Operational Performance</td><td colspan="2">Operating profit</td><td rowspan="13">Note 1</td></tr>
<tr><td colspan="2">Year-over-year Increase (decrease) ratio of operating profit</td></tr>
<tr><td colspan="2">Net profit after tax</td></tr>
<tr><td colspan="2">Year-over-year Increase (decrease) ratio of net profit after tax</td></tr>
<tr><td colspan="2">Earnings per share (NT$)</td></tr>
<tr><td colspan="2">Year-over-year Increase (decrease) ratio of earnings per share</td></tr>
<tr><td colspan="2">Annual average return on investment (Reciprocal annual average P/E ratio)</td></tr>
<tr><td rowspan="6">Pro forma Earnings per share and P/E ratio</td><td rowspan="2">If the total amount of earnings transferred to capital changes to cash dividend</td><td>Pro forma earnings per share (NT$)</td></tr>
<tr><td>Pro forma annual average return on investment</td></tr>
<tr><td rowspan="2">In case of capital surplus was not transferred to capital</td><td>Pro forma earnings per share (NT$)</td></tr>
<tr><td>Pro forma annual average return on investment</td></tr>
<tr><td rowspan="2">In case of capital surplus and earnings not yet been transferred to capital and changed to cash dividend</td><td>Pro forma earnings per share (NT$)</td></tr>
<tr><td>Pro forma annual average return on investment</td></tr>
</table>

Note 1. The Company has not made 2022 financial forecast in public, hence, no need to disclose estimates for 2022.

Note 2. The dividends of current year is about to be determined in the Shareholders' Meeting.