# Chateau International Development Co., Ltd.
# 2023 Annual Meeting of Shareholders' Meeting Minutes
# (Translation)

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

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

Chairman: Cheng, Chung-Hsien

Recorder: Jhou,yin-shan

Directors present: Cheng, Chung-Hsien, Chen, Pin-chun , Chang, Huei-Ru, Chen, Long-fong, Du, Ciou-Ping, Jian, Han-Ru, Wang, Hong-Cyuan, Wei, Fu-Quan

In attendance: Wang, Cing-Ci (General Manager), Chang,siao-wun (Chief Financial Officer), Li, Chi-Chen (Accountant)

Total outstanding Chateau shares: 111,522,961 shares

Total shares represented by shareholders present in person or by proxy: 94,345,599 shares

Percentage of shares held by shareholders present in person or by proxy: 84.59%

The aggregate shareholding of the shareholders present in person or by proxy constitutes a quorum. The chairman called the meeting to order.

## A. Chairman's Address (omitted)

## B. Report Items

**I. 2022 Business Report (see Annex 1)**

**II. Audit Committee's Review Report (see Annex 2)**

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

**Explanation:**

1. There are no endorsements and guarantees in 2022.
2. There are no loaning of funds to others in 2022.

**IV. 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:**

1. 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 and supervisors' compensation: NT$67,500, paid in cash.

2. Please refer to Annex3 for the company's 2022 director's individual remuneration, the company's remuneration policy and the relationship between remuneration and performance evaluation results.

**V. Report on significant related party transactions in 2022**

**Explanation:**

There were no significant related party transactions in 2022.

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

**Explanation:**

1. 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.

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

3. Please refer to Annex 4 for the comparison table of the amended "Rules of Procedure for Board of Directors Meetings".

**VII. Other report items: None**

## C. Acknowledged Items

**I. 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 5)

3. Please adopt the proposal.

**Voting Results:**

Shares represented at the time of voting: 94,345,599

| Voting Results* | | % of the total represented share present |
|---|---|---|
| Votes in favor: | 94,339,595 votes (91,894,009 votes) | 99.99% |
| Votes against: | 1,909 votes (1,909 votes) | 0.00% |
| Votes invalid and abstained: | 4,095 votes (4,095 votes) | 0.01% |

Including votes casted electronically (numbers in brackets)

RESOLVED, that 2022 Business Report and Financial Statements be and hereby were accepted as submitted.

**II. 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 6 for Profit Distribution Table.
5. Please adopt the proposal.

**Voting Results:**

Shares represented at the time of voting: 94,345,599

| Voting Results* | | % of the total represented share present |
|---|---|---|
| Votes in favor: | 94,338,151 votes (91,892,565 votes) | 99.99% |
| Votes against: | 3,353 votes (3,353 votes) | 0.00% |
| Votes invalid and abstained: | 4,095 votes (4,095 votes) | 0.01% |

Including votes casted electronically (numbers in brackets)

RESOLVED, that 2022 Profit Distribution be and hereby were accepted as submitted.

## D. Matters for Discussion

### I. 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.

**Voting Results:**

Shares represented at the time of voting: 94,345,599

| Voting Results* | | % of the total represented share present |
|---|---|---|
| Votes in favor: | 94,338,147 votes<br>91,892,561 votes) | 99.99% |
| Votes against: | 3,357 votes<br>(3,357 votes) | 0.00% |
| Votes invalid and abstained: | 4,095 votes<br>(4,095 votes) | 0.01% |

Including votes casted electronically (numbers in brackets)

RESOLVED, that the above proposal was hereby approved as proposed.

**II. 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 7 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.

Voting Results:

Shares represented at the time of voting: 94,345,599

| Voting Results* | | % of the total represented share present |
|---|---|---|
| Votes in favor: | 94,336,645 votes<br>(91,891,059 votes) | 99.99% |
| Votes against: | 4,882 votes<br>(4,882 votes) | 0.01% |
| Votes invalid and abstained: | 4,072 votes<br>(4,072 votes) | 0.01% |

Including votes casted electronically (numbers in brackets)

RESOLVED, hat the above proposal was hereby approved as proposed.

**(With regard to "reported matters", "acknowledged matters" and "discussed matters", no shareholders raised any questions)**

## E. Other Matters: None.

## F. Extempore Motion: None.

## G. Adjournment: Meeting ended at 10:20 am

There being no other business and extempore motion, upon a motion duly made and seconded, the meeting was adjourned.

| | |
|---|---|
| Cheng, Chung-Hsien | Jhou,yin-shan |
| Chairman | Recorder: |

【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 Employ | | | | | | | | 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<br>0.00% | 0<br>0.00% | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0<br>0.00% | 0<br>0.00% | None |
| Chairman | Representative: CHEN, SIE-TONG | 0 | 0 | 0 | 0 | 0 | 0 | 3 | 3 | 3<br>0.00% | 3<br>0.00% | 1,162 | 1,162 | 0 | 0 | 37 | 0 | 37 | 0 | 1,202<br>0.78% | 1,202<br>0.78% | None |
| Director | Representative: YOU, GUO-FANG | 0 | 0 | 0 | 0 | 0 | 0 | 27 | 27 | 27<br>0.02% | 27<br>0.02% | 975 | 975 | 50 | 50 | 20 | 0 | 20 | 0 | 1,073<br>0.70% | 1,073<br>0.70% | None |
| Deputy Chairman | CHEN, CHUNG-HSIEN | 0 | 0 | 0 | 0 | 0 | 0 | 27 | 27 | 27<br>0.02% | 27<br>0.02% | 408 | 408 | 73 | 73 | 5 | 0 | 5 | 0 | 513<br>0.33% | 513<br>0.33% | 1,890 |
| Director | Zhongxin Development Co., Ltd. | 0 | 0 | 0 | 0 | 8 | 8 | 87 | 87 | 95<br>0.06% | 95<br>0.06% | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 95<br>0.06% | 95<br>0.06% | None |

| 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 | | | |
| Director | Representative: CHANG, HUEI-RU | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0<br>0.00% | 0<br>0.00% | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0<br>0.00% | 0<br>0.00% | None |
| Director | CHEN, PIN-CHUN | 0 | 0 | 0 | 0 | 8 | 8 | 84 | 84 | 92<br>0.06% | 92<br>0.06% | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 92<br>0.06% | 92<br>0.06% | None |
| Director | Zhongjia International Investment Co., Ltd. | 0 | 0 | 0 | 0 | 8 | 8 | 60 | 60 | 68<br>0.04% | 68<br>0.04% | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 68<br>0.04% | 68<br>0.04% | None |
| Director | Representative: WENG, MING-HSIEN | 0 | 0 | 0 | 0 | 0 | 0 | 18 | 18 | 18<br>0.01% | 18<br>0.01% | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 18<br>0.01% | 18<br>0.01% | None |
| Director | HSIN-SHIH TEXTILE CO., LTD. | 0 | 0 | 0 | 0 | 8 | 8 | 35 | 35 | 43<br>0.03% | 43<br>0.03% | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 43<br>0.03% | 43<br>0.03% | None |
| Director | Representative: CHEN, MI-JYUAN | 0 | 0 | 0 | 0 | 0 | 0 | 18 | 18 | 18<br>0.01% | 18<br>0.01% | 0 | 287 | 0 | 15 | 0 | 0 | 0 | 0 | 18<br>0.01% | 320<br>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 | 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 | Relevant Remuneration Received by Directors Who are Also Employe: Salary, Bonuses, and Allowances (E): Companies in the consolidated financial statements (Note 7) | Relevant Remuneration Received by Directors Who are Also Employe: Severance Pay (F): The Company | Relevant Remuneration Received by Directors Who are Also Employe: 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<br>0.04% | 58<br>0.04% | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 58<br>0.04% | 58<br>0.04% | None |
| Independent Director | WANG, HONG-CYUAN | 0 | 0 | 0 | 0 | 8 | 8 | 105 | 105 | 113<br>0.07% | 113<br>0.07% | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 113<br>0.07% | 113<br>0.07% | None |
| Independent Director | JIAN, HAN-RU | 0 | 0 | 0 | 0 | 8 | 8 | 68 | 68 | 76<br>0.05% | 76<br>0.05% | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 76<br>0.05% | 76<br>0.05% | None |
| Independent Director | WEI, FU-QUAN (Note 12) | 0 | 0 | 0 | 0 | 8 | 8 | 68 | 68 | 76<br>0.05% | 76<br>0.05% | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 76<br>0.05% | 76<br>0.05% | None |
| Director | TSAI, TE-HSIANG | 0 | 0 | 0 | 0 | 0 | 0 | 9 | 9 | 9<br>0.01% | 9<br>0.01% | 401 | 401 | 24 | 24 | 0 | 0 | 0 | 0 | 434<br>0.28% | 434<br>0.28% | None |
| Independent Director | CHEN, LONG-FONG | 0 | 0 | 0 | 0 | 0 | 0 | 37 | 37 | 37<br>0.02% | 37<br>0.02% | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 37<br>0.02% | 37<br>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)**<br>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)**<br>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)**<br>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)**<br>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)**<br>The board of directors shall meet at least quarterly.<br>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)**<br>The board of directors shall meet at least quarterly.<br>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 |
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| called on shorter notice.<br>The notice to be given under the preceding paragraph may be effected by means of electronic transmission with the prior consent of the recipients.<br>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.<br>The notice to be given under the preceding paragraph may be effected by means of electronic transmission with the prior consent of the recipients.<br>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)**<br>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)**<br>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)**<br>The designated unit responsible for the board meetings of this Corporation shall be Financial Managing Department.<br>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.<br>A director who is of the opinion that the | **Article 4 (Meeting notification and meeting materials)**<br>The designated unit responsible for the board meetings of this Corporation shall be Financial Managing Department.<br>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.<br>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". |

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| 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)**<br>Agenda items for regular board meetings of this Corporation shall include at least the following:<br>1. Matters to be reported:<br>A. Minutes of the last meeting and action taken.<br>B. Important financial and business matters.<br>C. Internal audit activities.<br>D. Other important matters to be reported.<br>2. Matters for discussion:<br>A. Items for continued discussion from the last meeting.<br>B. Items for discussion at this meeting.<br>3. Extraordinary motions. | **Article 10 (Agenda items)**<br>Agenda items for regular board meetings of this Corporation shall include at least the following:<br>1. Matters to be reported:<br>A. Minutes of the last meeting and action taken.<br>B. Important financial and business matters.<br>C. Internal audit activities.<br>D. Other important matters to be reported.<br>2. Matters for discussion:<br>A. Items for continued discussion from the last meeting.<br>B. Items for discussion at this meeting.<br>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)**<br>The matters listed below as they relate to | **Article 12 (Matters requiring discussion at a board meeting)**<br>The matters listed below as they relate to | Modify the order according to the content of " Regulations Governing Procedure |

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| this Corporation shall be raised for discussion at a board meeting:<br>1. The Corporation's business plan.<br>2. Annual financial reports.<br>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.<br>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.<br>5. The offering, issuance, or private placement of equity-type securities.<br>6. If the board of directors does not have a managing director, the chairman shall be elected or dismissed.<br>7. The appointment or discharge of a financial, accounting, or internal audit officer.<br>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:<br>1. The Corporation's business plan.<br>2. Annual financial reports.<br>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.<br>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.<br>5. The offering, issuance, or private placement of equity-type securities.<br>6. The appointment or discharge of a financial, accounting, or internal audit officer.<br>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".<br><br>In accordance with the Letter Tai-Zheng-Sheng-I-Zi No. 1110015595 dated August 8, 2022 from Taiwan Securities Exchange. |

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| 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.<br>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.<br>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.<br>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.<br>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.) | |

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| be substituted for the calculation of the amount equal to 5 percent of paid-in capital required under this paragraph.)<br>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.<br>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.<br>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. | |

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| which shall be recorded in the board meeting minutes. | | |
| **Article 8 (Principles with respect to the delegation of powers by the board)**<br>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:<br>1. Convene the board of directors and implement its resolutions.<br>2. Establish an effective and appropriate internal control system.<br>3. Select and supervise managers.<br>4. Review the company's management decisions and operating plans.<br>5. Oversee the company's operating results.<br>6. Assess, inspect, monitor and deal with various risks faced by the company.<br>7. Make sure the company follows relevant regulations. | **Article 17 (Principles with respect to the delegation of powers by the board)**<br>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:<br>1. Convene the board of directors and implement its resolutions.<br>2. Establish an effective and appropriate internal control system.<br>3. Select and supervise managers.<br>4. Review the company's management decisions and operating plans.<br>5. Oversee the company's operating results.<br>6. Assess, inspect, monitor and deal with various risks faced by the company.<br>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". |

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| 8. Plan the future development direction of the company.<br>9. Establish and maintain company image and fulfill social responsibility.<br>10. Selection and exchange of experts such as accountants or lawyers.<br>11. Drafting of drafts for capital increase or decrease, surplus distribution or loss make-up.<br>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.<br>13. Other related matters. | 8. Plan the future development direction of the company.<br>9. Establish and maintain company image and fulfill social responsibility.<br>10. Selection and exchange of experts such as accountants or lawyers.<br>11. Drafting of drafts for capital increase or decrease, surplus distribution or loss make-up.<br>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.<br>13. Other related matters. | |
| **Article 9 (Preparation of attendance book and other documents; attendance by proxy)**<br>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.<br>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)**<br>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.<br>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". |

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| videoconference will be deemed attendance in person.<br><br>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.<br><br>The proxy referred to in paragraph 2 may be the appointed proxy of only one person.<br><br>The agent referred to in Paragraph 2 shall be limited to the entrustment of one person. | videoconference will be deemed attendance in person.<br><br>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.<br><br>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)**<br><br>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.<br><br>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)**<br><br>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.<br><br>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”. |

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| 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**<br>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.<br>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)**<br>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.<br>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.<br>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". |

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| **Article 12**<br>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.<br>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.<br>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.<br>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)**<br>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.<br>The chair may not | **Article 11 (Discussion of proposals)**<br>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.<br>The chair may not | Modify the order according to the content of " Regulations Governing Procedure for Board of Directors Meetings of Public Companies". |

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| declare the meeting closed without the approval of a majority of the directors in attendance at the meeting.<br><br>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.<br><br>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)**<br><br>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.<br><br>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.<br><br>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)**<br><br>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.<br><br>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.<br><br>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". |

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| make a decision:<br>1. A show of hands or a vote by voting machine.<br>2. A roll call vote.<br>3. A vote by ballot.<br>4. A vote by a method selected at this Corporation's discretion.<br><br>"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.<br><br>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.<br><br>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.<br><br>Voting results shall be made known on-site immediately and recorded in writing.<br><br>**Article 15**<br><br>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.<br>2. A roll call vote.<br>3. A vote by ballot.<br>4. A vote by a method selected at this Corporation's discretion.<br><br>"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.<br><br>**Article 14 (Voting-II and methods for vote monitoring and counting)**<br><br>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.<br><br>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.<br><br>If a vote on a proposal requires monitoring and counting | |

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| 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.<br><br>Voting results shall be made known on-site immediately and recorded in writing. | |
| **Article 16 (Recusal system for directors)**<br><br>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.<br><br>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)**<br><br>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.<br><br>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 "<br>Regulations Governing Procedure for Board of Directors Meetings of Public Companies". |

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| meeting, the director shall be deemed to have his own interest in the matter<br><br>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<br><br>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)**<br><br>Discussions at a board meeting shall be recorded in the meeting minutes, and the minutes shall fully and accurately state the matters listed below:<br><br>1. The meeting session (or year) and the time and place of the meeting.<br>2. The name of the chair.<br>3. The directors' attendance at the meeting, including the names and the number of directors in attendance, excused, and absent.<br>4. The names and titles of those attending the meeting as non-voting participants.<br>5. The name of the minute taker.<br>6. The matters reported at the meeting.<br>7. Agenda items: the method of resolution and the result for each | **Article 16 (Meeting minutes and sign-in matters)**<br><br>Discussions at a board meeting shall be recorded in the meeting minutes, and the minutes shall fully and accurately state the matters listed below:<br><br>1. The meeting session (or year) and the time and place of the meeting.<br>2. The name of the chair.<br>3. The directors' attendance at the meeting, including the names and the number of directors in attendance, excused, and absent.<br>4. The names and titles of those attending the meeting as non-voting participants.<br>5. The name of the minute taker.<br>6. The matters reported at the meeting.<br>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". |

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| 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.<br>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.<br>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 | |

<table>
<tr><th>Articles after Amendment</th><th>Articles before Amendment</th><th>Description</th></tr>
<tr><td>reservations and any recorded or written statements.<br>9. Other matters required to be recorded.<br>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:<br>1. Any objection or expression of reservations by an independent director expresses of which there is a record or written statement.<br>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.<br>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.<br>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</td><td>recorded or written statements.<br>9. Other matters required to be recorded.<br>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:<br>1. Any objection or expression of reservations by an independent director expresses of which there is a record or written statement.<br>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.<br>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.<br>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 <u>and supervisor</u> within 20 days after the</td><td>The company has established an audit committee, so the supervisor has been removed.</td></tr>
</table>

| 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.<br>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.<br>The meeting minutes of paragraph 1 may produced and distributed in electronic form. | |
| **Article 18(Documentation of a board meeting by audio or video)**<br>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.<br>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.<br>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)**<br>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.<br>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.<br>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**<br>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)**<br>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.<br>Approved by the Board of Directors on February 20, 2008.<br>Revised and approved by the Board of Directors on June 29, 2009.<br>Revised and approved by the board of directors on January 27, 2010, and reported to the shareholders' meeting on April 19, 2010.<br>Revised and approved by the board of directors on September 21, 2010, and reported to the shareholders' meeting on November 9, 2010.<br>Revised and approved by | **Article 18(Supplementary Provisions)**<br>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.<br>Approved by the Board of Directors on February 20, 2008.<br>Revised and approved by the Board of Directors on June 29, 2009.<br>Revised and approved by the board of directors on January 27, 2010, and reported to the shareholders' meeting on April 19, 2010.<br>Revised and approved by the board of directors on September 21, 2010, and reported to the shareholders' meeting on November 9, 2010.<br>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.<br>Revised and approved by the board of directors on December 27, 2012 and reported to the shareholders' meeting on May 23, 2013.<br>Revised and approved by the board of directors on November 7, 2017, and reported to the shareholders' meeting on May 7, 2018.<br>Revised and approved by the board of directors on August 10, 2020, and reported to the shareholders' meeting on May 6, 2021.<br>Revised and approved by the board of directors on August 6, 2021, and reported to the shareholders' meeting on May 25, 2022.<br>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.<br>Revised and approved by the board of directors on December 27, 2012 and reported to the shareholders' meeting on May 23, 2013.<br>Revised and approved by the board of directors on November 7, 2017, and reported to the shareholders' meeting on May 7, 2018.<br>Revised and approved by the board of directors on August 10, 2020, and reported to the shareholders' meeting on May 6, 2021.<br>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)

| | | Year 2022 | | Year 2021 | |
|---|---|---|---|---|---|
| Code | | Amount | % | Amount | % |
| 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 |

(Next page)

| 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 | | Year 2021 | |
|---|---|---|---|---|---|
| | | Amount | % | 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 |

(Next page)

| | | | |
|---|---|---|---|
| | 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.

# 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** | | | | |
| | 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 6】

# 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 7】

# 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.<br>Representative: CHEN, SIE-TONG | Chairman, Fu Lang Development Co., Ltd.<br>Director, Chia Chi Sdry Enterprise Co., Ltd.<br>Chairman, Fu Lang Development Co., Ltd. |
| Guantian Investment Development Co., Ltd.<br>Representative: YOU, GUO-FANG | Director*, Luxe Green Energy Technology Co., Ltd. |
| Zhongxin Development Co., Ltd.<br>Representative: CHANG, HUEI-RU | Supervisor, Zhongxin Japan Co., Ltd.<br>Director, Business Planning Division, Zhongxin Development Co., Ltd.<br>Chief Financial Officer, KHH Arena Corporation<br>Director, Qun Xin Properties Co., Ltd. |
| Zhongjia International Investment Co., Ltd. | - |
| CHEN, CHUNG-HSIEN | Deputy Chairman, Quintain Steel Co., Ltd.<br>Director, Guantian Investment Development Co., Ltd.<br>Supervisor, Kunbao Industrial Co., Ltd.<br>Chairman, Wise Co., Ltd.<br>Director, Chateau International Development Company Limited<br>Chairman, Asahi Enterprises Corp.<br>Director, Launcher International Corporation<br>Director, Hsin-shih Textile Co., Ltd. |
| Hsin-shih Textile Co., Ltd.<br>Representative: CHEN, MI-JYUAN | Deputy Chairman, Chateau Fulang Hotel Development Co., Ltd.<br>Chairman, Polydo Investment Co., Ltd.<br>Chairman, Launcher International Corporation<br>Deputy Chairman, Asahi Enterprises Corp.<br>Supervisor, Jiayuan Investment Development Co., Ltd.<br>Deputy Chairman, Concord International Securities Co., Ltd.<br>Deputy Chairman, Smokey Joe's Co., Ltd.<br>Supervisor, Park Ave Coworking Space Co., Ltd.<br>Director, Hsin-shih Textile Co., Ltd.<br>Supervisor, Ming Qi Co., Ltd. |
| CHEN, PIN-CHUN | Director, Concord International Securities Co., Ltd.<br>Special Assistant of Chairman of Concord International Securities Co., Ltd.<br>Supervisor, Chia Chi Sdry Enterprise Co., Ltd.<br>Director, Chin Lai International Development Co., Ltd.<br>Supervisor, Polydo Investment Co., Ltd.<br>Director, Qun Li Energy Co., Ltd.<br>Director*, Luxe Green Energy Technology Co., Ltd.<br>Supervisor*, Luxe Solar Co., Ltd.<br>Director*,Senxin Energy Co., Ltd.<br>Director*, Lehua Investment Co., Ltd.<br>Supervisor*, Case Energy Co., Ltd.<br>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.<br>General Manager, Zhangpu Minrong Aquatic Products Development Co., Ltd. |
| WANG, HONG-CYUAN | Chairman, Futeng Construction Co., Ltd.<br>Chairman, Fei-hwan Co., Ltd.<br>Independent director*, Quintain Steel Co., Ltd. |
| JIAN, HAN-RU | Director, JIAN, HAN-RU Attorneys at Law<br>Independent director*, Quintain Steel Co., Ltd. |
| WEI, FU-QUAN | Independent Director, Concord International Securities Co., Ltd.<br>Independent director*, Quintain Steel Co., Ltd. |

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