

Stock Code: 8077



洛 碁 實 業 股 份 有 限 公 司
GREEN WORLD HOTELS CO., LTD.

Handbook for the 2022 First Extraordinary Meeting of Shareholders

Meeting date and time: 10:00 a.m. on November 22, 2022

Meeting place: No. 528, Section 7, Zhongxiao East Road, Nangang District, Taipei City

(Conference Room, 1F, Green World Hotel Nangang)

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Green World Hotels Co., Ltd.

Procedures of the 2022 First Extraordinary Meeting of Shareholders

- I. Call the Meeting to Order
- II. Remarks by the Chairperson
- III. Discussion Items
- IV. Extraordinary Motions
- V. Adjournment

Green World Hotels Co., Ltd.

Agenda of the 2022 First Extraordinary Meeting of Shareholders

Time: 10:00 a.m., Tuesday, November 22, 2022

Place: No. 528, Section 7, Zhongxiao East Road, Nangang District, Taipei City
(Conference Room, 1F, Green World Hotel Nangang)

The way the meeting is held: Physical shareholders' meeting

One. Call the Meeting to Order

Two. Remarks by the Chairperson

Three. Discussion Items

I. Proposal of Handling the Capital Reduction to Make Up for Losses.

Four. Extraordinary Motions

Five. Adjournment

[Discussion Items]

Case 1

[Proposed by the Board of Directors]

Proposal: Proposal of Handling the Capital Reduction to Make Up for Losses.

Explanation:

- I. To Strengthen financial structure and increasing net worth per share, the Company drafted to conduct capital reduction NT\$ 877,826,740, eliminated issued shares were 87,782,674. Taking calculation based on the current issued shares of 109,728,343 shares (including 59,433,455 shares of private stock), the Company will reduce 800.000 shares per thousand shares, equivalent to 80.00 % of the capital reduction. After the capital reduction, the paid-in capital is NTD 219,456,690.
- II. For the reduced shares this time, the shareholders listed in the shareholder's book, which is on the base date of the capital reduction and exchange, shall cancel the shares according to its shareholding ratio. For fractional shares that are less than one share after the capital reduction, the shareholders may apply to the stock affairs agency of the Company for the registration of the entire share from the period of the fifth day before the capital reduction and exchange of shares to the day before the transfer is stopped. The fractional shares left piecing together or, after piecing together, still less than one share will be issued in cash according to the denomination (calculated and rounded up below dollar) to shareholders by the chairman shall be authorized to contact a specific person to subscribe all fractional shares, which are less than one share, at the denomination. The shares after the capital reduction and exchange are issued without entities, and the relevant rights and obligations are the same as those of primary issued shares
- III. In the event that subsequent changes in share capital affect the total number of shares outstanding, resulting in a change in the capital reduction ratio, it is intended that the shareholders' meeting shall delegate to the Board of Directors full authority to deal with the matter.
- IV. Once this proposal is approved by the shareholders' meeting and submitted to the competent authority for approval, the Company authorize the Board of Directors to formulate the base date of capital reduction, an operating plan for stock exchange, the base date of capital reduction and stock exchange, and other matters related to capital reduction.
- V. When this proposal is approved by the competent authority or the law changes, the Board of Directors shall be authorized to solo handle it.
- VI. Please discuss and verify.

Resolution:

[Extraordinary Motions]

[Adjournment]

Green World Hotels Co., Ltd.
Rules of Procedure for Meeting of Shareholders

Article 1 The rules of procedures for meetings of shareholders of the Company, except as otherwise provided by the laws, regulations or articles, shall be as provided in these Rules.

Article 2 The Company shall specify in the notices of meeting of shareholders the time during which shareholder attendance registrations will be accepted, the place to register for attendance, and other matters for attention.

As stated in the preceding paragraph, the time during which shareholder attendance registrations will be accepted shall be at least 30 minutes prior to the time the start of meeting time; the place at which attendance registrations are accepted shall be clearly marked and a sufficient number of suitable personnel assigned to handle the registrations.

Shareholders or their entrusted agents (hereinafter referred to as the shareholders) shall attend meetings of shareholders based on attendance cards, sign-in cards, or other certificates of attendance. The company may not arbitrarily add requirements for other documents beyond those showing eligibility to attend presented by shareholders. The soliciting agents shall also bring identification documents for verification.

The company shall prepare an attendance book for the attending shareholders to sign or attending shareholders may hand in a sign-in card.

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

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

Article 3 The voting for resolution at a meeting of shareholders shall be calculated based the number of shares.

With respect to the resolutions of the meeting of shareholders, the number of shares held by a shareholder with no voting rights shall not be calculated as part of the total number of issued shares. When a shareholder is an interested party in relation to an agenda item of the meeting and that such a relationship would prejudice the interests of the Company, that shareholder may not vote on that item and may not exercise voting rights as proxy for other shareholders.

The number of shares for which voting rights may not be exercised mentioned in the preceding paragraph, shall not be calculated as part of the voting represented by the attending shareholders. Except for a trust enterprise or a shareholder services agent approved by the competent authority, when one person is concurrently appointed as proxy by two or more shareholders, the voting rights represented by that proxy may not exceed 3% of the voting rights represented by the total issued shares. If that percentage is exceeded, the voting rights in excess of 3% shall not be included in the

calculation.

Article 4 The location for a meeting of shareholders shall be the premises of the Company or a place that is easily accessible to the shareholders and suitable for a meeting of shareholders. The meeting time may not be earlier than 9 a.m. and later than 3 p.m. and it shall take into full consideration for the opinions of the independent directors with respect to the place and time of the meeting.

Article 5 If a meeting of shareholders is convened by the board of directors, the meeting shall be chaired by the chairman of the board. The meeting shall be attended by a majority of the directors, and at least one member of each functional committee on behalf of the committee and the attendance shall be recorded in the meeting minutes. When the chairman of the board is on leave or for any reason unable to exercise the powers of chairman, the vice chairman shall act in place of the chairman; if there is no vice chairman or the vice chairman is also on leave or for any reason unable to exercise the powers of vice chairman, the chairman shall appoint one of the managing directors to act; however, if there are no managing directors, one of the directors shall be appointed to act as chair. If no appointment is made by the chairman, the managing directors or directors shall select one person from among themselves to serve as chair.

If a managing director or a director serves as chair, as mentioned in the preceding paragraph, the managing director or director shall be one who has held that position for six months or more and who understands the financial and business status of the Company. The same shall be applied for a representative of a corporate person director that serves as chair.

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

The company may appoint its attorneys, accountants, or related persons to attend a meeting of shareholders without the voting capacity.

Article 6 The staff members handling administrative affairs at a meeting of shareholders shall wear identification cards or armbands.

The chairman may direct the proctors or securities to help maintain order at the meeting venue. The proctors or securities help maintain order at the meeting place shall wear an identification card or armband bearing the word "Proctor."

At the venue of a meeting of shareholders, if a shareholder attempts to speak through any device other than the public equipment set up by the Company, the chairman may stop the shareholder from so doing.

If shareholders violate the rules of procedure and defies the chairman's correction, obstructing the proceedings and refusing to heed calls to stop, the chairman may direct the proctors or securities to escort the shareholder from the meeting.

Article 7 The company shall make an uninterrupted audio and video recording of the entire meeting of shareholders, and the recorded materials shall be retained for at least one year.

The recorded audio and video materials of the preceding paragraph shall be retained for at least one year. However, if a shareholder files a lawsuit according to Article 189 of the Company Act, the recording materials shall be retained until the conclusion of the

litigation.

Article 8 Attendance at meetings of shareholders shall be calculated based on number of shares. The attended number of shares shall be calculated according to the shares indicated by the attendance book and sign-in cards handed in plus the number of shares whose voting rights are exercised by correspondence or electronically.

The chairman shall call the meeting to order at the appointed meeting time, as well as announce relevant information such as the number of people with non-voting rights and the number of attended shares at the same time. If the attending shareholders do not represent a majority of the total number of issued shares, the chairman may announce a postponement, providing that no more than two such postponements and for a combined total of no more than one hour may be made. If after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the chairman shall declare the meeting adjourned.

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

Prior to conclusion of the meeting, if the attending shareholders represent a majority of the total number of issued shares, the chairman may resubmit the tentative resolution for a resolution by the meeting of shareholders according to Article 174 of the Company Act.

Article 9 If a meeting of shareholders is convened by the board of directors, the meeting agenda shall be made by the board of directors. Related proposals (including extraordinary motions and the amendment of existing proposals) shall be voted individually. The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the meeting of shareholders.

The regulations of the preceding paragraph may be applied to a meeting of shareholders convened by a party that is not the board of directors.

Except by a resolution of the meeting, the chairman may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda of the preceding two paragraphs (including extraordinary motions). If the chairman declares the meeting adjourned in violation of the rules of procedure, the other members of the board of directors shall promptly assist the attending shareholders in electing a new chairman according to the regulations, by a consent of the shareholders representing a majority of voting, and then continue the meeting.

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

Article 10 Before the attending shareholders speak, they must write down on a speaker's slip the subject of the speech, their shareholder account number (or attendance card number), and account name. The order in which shareholders speak will be determined by the

chairman.

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

A shareholder may not speak more than twice on the same proposal, except with the agreement of the chairman, and a single speech may not exceed 5 minutes. However, if the shareholder's speech violates the rules or exceeds the scope of the agenda item, the chairman may terminate the speech.

When an attending shareholder is speaking, other shareholders may not speak or interrupt unless they have obtained the agreement of the chairman and the speaking shareholder, and the chairman shall stop any violation.

If a corporate person shareholder appoints two or more representatives to attend the meeting of shareholders, only one of the representatives may speak on the same proposal.

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

Article 11 The meetings of shareholders of the Company shall be convened by the board of directors, unless otherwise stipulated by other laws or regulations.

The company shall prepare electronic version of the meeting of shareholders notice and proxy forms and the case origins and description materials relating to all proposals, including proposals for ratification, matters for discussion, or the election or dismissal of directors, and upload them to the website of the Market Observation Post System at least 30 days before the date of a regular meeting of shareholders or at least 15 days before the date of a special meeting of shareholders. The company shall prepare an electronic version of the shareholders' meeting of agenda and supplemental meeting materials and upload them to the website of the Market Observation Post System at least 21 days before the date of the regular meeting of shareholders or at least 15 days before the date of the special meeting of shareholders. Moreover, at least 15 days before the date of the meeting of shareholders, the Company shall also have prepared the agenda of the shareholders' meeting of and supplemental meeting materials for shareholders' review at any time. The meeting agenda and supplemental materials shall also be displayed at the Company and the professional share affairs services agent designated as well as being distributed on-site at the meeting venue.

The reason for convening a meeting of shareholders shall be specified in the meeting notice and announcement; and the meeting notice may be given in electronic form with the consent of the party.

Election or dismissal of directors, amendments to the articles of incorporation, capital reduction, application for cessation of public offering, waiver of non-compete duty for directors, capitalization of retained earnings, capitalization of capital reserves, the dissolution, merger or demerger of the Company or any matter under Article 185, paragraph 1, of the Company Act, Articles 26-1 and 43-6 of the Securities and Exchange Act, or Articles 56-1 and 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be set out and the main contents shall be outlined in the notice of the reasons for convening the meeting of shareholders. None of the above matters shall be raised by an extraordinary motion.

If a full re-election of directors and their term have been stated in the notice of a meeting of shareholders, after the re-election is completed in that meeting of shareholders, the term of such directors or supervisors shall be changed by an extraordinary motion or any means.

A shareholder holding one percent or more of the total number of issued shares may submit to this Company a written proposal for discussion at a general meeting of shareholders. Such proposals, however, are limited to one item only and no proposal containing more than one item will be included in the meeting agenda. However, the board of directors should include in the agenda proposals with recommendations for promoting public interest or fulfilling corporate social responsibilities. In addition, when the circumstances of any subparagraph of Article 172-1, paragraph 4 of the Company Act apply to a proposal put forward by a shareholder, the board of directors may exclude it from the agenda.

Prior to the book closure date before a general meeting of shareholders is held, the Company shall publicly announce the recruitment of shareholder proposals, the methods of submission, written or electronic versions, and the location and time period for submission; the period for submission of shareholder proposals shall not be less than 10 days.

Each shareholder proposal is limited to 300 words and no proposal containing more than 300 words will be included in the meeting agenda. The shareholder making the proposal shall be present in person or by proxy at the general meeting of shareholders and take part in the discussion of the proposal.

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

Article 12 The shareholders may appoint a proxy to attend the meeting by providing the proxy form issued by the Company and stating the scope of the proxy's authorization.

A shareholder may issue only one proxy form and appoint only one proxy for any meeting of shareholders, and the proxy form shall be delivered to the Company at least 5 days before the date of the meeting of shareholders. When more than one proxy form is delivered, the one received earliest shall prevail. Unless a declaration is made to cancel the previously received proxy form.

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

Article 13 The matters with regards to the election of directors at a meeting of shareholders shall be held according to the applicable election and appointment rules adopted by the Company and the voting results shall be announced on the spot, including the names of those elected as directors.

The ballots for the abovementioned election in the preceding paragraph shall be sealed

with the signatures of the monitoring personnel and kept in proper custody for at least one year. However, if a shareholder files a lawsuit according to Article 189 of the Company Act, the recording materials shall be retained until the conclusion of the litigation.

Article 14 The resolution matters of a meeting of shareholders shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chairman of the meeting and it shall be distributed to each shareholder within 20 days after the meeting date. The meeting minutes may also be produced and distributed in electronic form.

The Company may distribute the meeting minutes of the preceding paragraph by uploading to the website of Market Observation Post System as a public announcement.

The meeting minutes shall accurately record the year, month, day, and place of the meeting; the chair's full name, the methods by which resolutions are adopted and a summary of the deliberations and voting results (including the weights for statistics). If an election of directors is held, the number of votes for each candidate shall also be disclosed. The meeting minutes shall be retained for the duration of the existence of this Company.

Article 15 The Company shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation and the number of shares represented by proxies on the day of a meeting of shareholders, and shall make an express disclosure of the same at the venue of the meeting of shareholders.

If the resolution matters at a meeting of shareholders constitute material information under applicable laws or regulations or under Taiwan Stock Exchange Company (Taipei Exchange; TPEX) regulations, the Company shall upload the content of such resolution to the website of Market Observation Post System within the prescribed time period.

Article 16 When a meeting is in progress, the chairman may announce a break based on time considerations. If a force majeure event occurs, the chairman may rule the meeting temporarily suspended and announce a time when the meeting will be resumed, depending on the circumstances.

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

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

Article 17 Each shareholder shall be entitled to one vote for each share held, except when the shares are restricted as non-voting shares under Article 179, paragraph 2 of the Company Act.

When the Company holds a meeting of shareholders, shareholders shall be allowed to exercise voting rights by electronic means or may exercise such rights by correspondence. When exercising voting rights by correspondence or electronic means, the method of exercise shall be stated in the notice of meeting of shareholders. A shareholder exercising voting rights by correspondence or electronic means will be deemed to have attended the meeting in person. But it will also be regarded to have waived the rights with respect to the extraordinary motions and amendments to original

proposals of the meeting. This Company should avoid making extraordinary motions and amendments to original proposals.

A shareholder intending to exercise his/her voting rights by correspondence or electronic method in the preceding paragraph shall deliver a written declaration of intent to the Company at least 2 days before the date of the meeting of shareholders. When duplicate declarations of intent are delivered, the one received earliest shall prevail. Unless otherwise a declaration is made to cancel the earlier declaration of intent.

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

The passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders, unless otherwise stipulated in the Company Act and in the Articles of Incorporation of the Company.

If there is an amendment or an alternative to a proposal, the chairman shall decide the order in which they will be put to a vote. When any one of the cases is passed, the other proposals will then be regarded as rejected, so that no further voting shall be required.

Vote monitoring and counting personnel on a proposal shall be appointed by the chairman, providing that all monitoring personnel shall be shareholders of the Company.

Vote counting for the proposals of meeting of shareholders or elections shall be conducted in public at the venue of the meeting of shareholders, and immediately after vote counting has been completed, the results of the voting, including the statistical numbers of votes, shall be announced on the spot at the meeting, and a record of the vote shall be made. And on the same day the meeting is held, the results for each proposal, based on the numbers of votes for and against and the number of abstentions, shall be uploaded to the website of Market Observation Post System.

Article 18 These Rules shall be implemented after the approval of the meeting of shareholders. The same shall apply to the amendments thereof.

Approved by the extraordinary meeting of shareholders on December 9, 1997.

1st amendment made at the AGM on May 15, 2002.

2nd amendment made at the AGM on June 22, 2012.

3rd amendment made at the AGM on June 21, 2013.

4th amendment made at the AGM on June 26, 2015.

5th amendment made at the AGM on June 15, 2020.

6th amendment made at the AGM on May 28, 2021.

Green World Hotels Co., Ltd.
Articles of Incorporation

Chapter 1 General Provisions

- Article 1 The Company is organized according to the Company Act and the name of the Company is 洛基實業股份有限公司.
(The Company's English name is Green World Hotels Co., Ltd.)
- Article 2 The Company shall conduct business in the following areas:
1. F401010 International trade industry.
 2. JE01010 Rental industry.
 3. F601010 Intellectual property rights industry.
 4. I199990 Other consultancy services industry.
 5. I301010 IT software services industry.
 6. IZ99990 Other commercial services industry.
 7. J202010 industrial cultivation industry.
 8. J901020 General hotel industry.
 9. J701020 Amusement park industry.
 10. J701040 Recreational activity industry.
 11. JA03010 Laundry industry.
 12. I103060 Management consultancy industry.
 13. JZ99080 Beauty salon services industry.
 14. F102050 Tea wholesales industry.
 15. F102170 Food and wholesale industry.
 16. F201010 Agricultural product retail industry.
 17. F203010 Food and beverage retail industry.
 18. F206020 Daily commodities retail business industry.
 19. F501030 Beverage shop industry.
 20. F501060 Restaurant industry.
 21. G202010 Parking lot management industry.
 22. H703090 Real estate business.
 23. H703100 Real estate leasing industry.
 24. F203020 Tobacco and liquor retail industry.
 25. F399040 No storefront retail industry.
 26. J901011 Tourism hotel industry
 27. ZZ99999 In addition to the licensed business, it can operate businesses that are not prohibited or restricted by the laws.
- Article 3 The head office of the Company is located in Taipei City, and if it is necessary, the Company may establish domestic or overseas branch companies with the approval of the board of directors and the competent authority.
- Article 4 The total amount of all reinvested businesses of the Company may exceed 40% of the paid-up capital of the Company. The board of directors is authorized for making the strategic business decision of the reinvested business.

Article 5 The company may make the external endorsement or guarantee; the regulations for endorsements and guarantees will be implemented upon the approval of the meeting of shareholders, and the same shall be applied to the amendments.

Article 6 The company's announcement is conducted in accordance with Article 28 of the Company Act.

Chapter 2 Shares

Article 7 The total capital of the Company shall be NT\$2.5 billion, divided as 250 million shares with a par value of NT\$10 per share, and of which 10 million shares are reserved for stock option certificates, and the rest can be used for the issuance of preferred shares and some shares can be reserved for the conversion of convertible bonds. Authorize the board of directors to issue by installments.

Article 7-1 (This article is deleted)

Article 7-2 (This article is deleted)

Article 7-3 (This article is deleted)

Article 7-4 The treasury stocks purchased by the Company according to the Company Act may include employees of subsidiaries or affiliated companies meeting certain specific requirements.

The Company's issuance of stock option certificates for employees may include employees of subsidiaries or affiliated companies meeting certain specific requirements.

When issuing new shares, the acquired shares for the employees of the Company may include employees of subsidiaries or affiliated companies meeting certain specific requirements.

When issuing new shares with restriction on the employees' rights, the acquired shares for the employees of the Company may include employees of subsidiaries or affiliated companies meeting certain specific requirements.

Article 8 The shares of the Company shall be numbered and signed or stamped by three or more directors, and they can be issued upon the approval of competent authority or its certified issuance and registration authority.

Article 9 The shares of the Company are all registered shares. When issuing new shares, the Company may print out the total issued number of shares, or it may be conducted in a manner that is free of printed shares, in accordance with the regulations of the Company Act.

Article 10 The shareholders of the Company may transfer their shares, conduct a pledge of rights, report on loss, inheritance, gift and report on stamp loss or change, and change of address, etc.; they shall be conducted according to the “Regulations Governing the Administration of Shareholder Services of Public Companies,” unless otherwise by the provisions of the securities laws and regulations.

Article 11 The change of shareholder’s name in a register or stock transfer will be suspended within 60 days before the general meeting of shareholders, within 30 days before the special meeting of shareholders, or within five days before the record date of the Company’s distribution of dividends or other benefits.

The period mentioned in the preceding paragraph shall be from the meeting date or the record date.

Chapter 3 Meeting of Shareholders

Article 12 The meeting of shareholders includes the general meeting of shareholders and extraordinary meetings of shareholders.

1. The general meeting of shareholders will be convened once a year. It is convened by the board of directors six months after the end of each fiscal year, in accordance with the laws.
2. If necessary, the extraordinary meeting of shareholders will be convened in accordance with the laws.

The convening of shareholders meetings shall be subject to a board of directors resolution. The Company may convene shareholders meetings in physical, hybrid, or virtual-only form pursuant to the provisions set forth in Regulations Governing the Administration of Shareholder Services of Public Companies promulgated by the competent authority.

Article 13 Each shareholder of the Company shall have a voting right for each share held, unless otherwise stipulated by the laws and regulations.

The voting rights may be exercised in writing or electronically at the meeting of shareholders of the Company. If the voting rights are to be exercised in writing or electronically, it shall be specified in the notice of the meeting of shareholders, and it shall be considered to have attended the meeting of shareholders in person. But it will also be regarded to have waived the rights with respect to the extraordinary motions and amendments to original proposals of the meeting. This Company should avoid making extraordinary motions and amendments to original proposals.

Article 14 A resolution of a meeting of shareholders shall be adopted with a consent of the shareholders representing a majority of the voting rights at the meeting attended by shareholders holding a majority of the total issued shares, unless otherwise stipulated by the related laws and regulations.

Chapter 4 Directors and Audit committee

Article 15

The Company has 5-9 directors, and the term of office is three years. Directors and supervisors are elected or re-elected by the meeting of shareholders among competent shareholders. Candidates for directors shall be nominated according to the candidate nomination system specified in Article 192-1 of the Company Act and elected from the list of candidates by the meeting of shareholders.

On the basis of Article 14-2 of the Securities and Exchange Act and the regulations of Article 183 of the Securities and Exchange Act, the Company shall have no less than two independent directors in the list of directors specified in the preceding paragraph, and the number of independent directors shall not be less than one-third of the number of directors.

If the directors' terms of office have expired but new directors are not re-elected, the directors' terms will be extended until the re-election and new directors take office.

The Company has created an audit committee at the 13th term of the Board of Directors according to Article 14-4 of the Securities and Exchange Law, and the audit committee is responsible for the implementation of the supervisors' duties under the Companies Act, the Securities and Exchange Law and other laws. The audit committee is consisted of all independent directors. The number of the members shall not be less than three, and one of them shall be the convener and at least one of them shall have expertise in the field of accounting or finance. The relevant rules of the organization shall be resolved by the board of directors.

The total number of registered shares held by all directors of the Company shall be conducted according to the standards in the "Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies" announced by the competent authority.

The Company may purchase liability insurance for the Company's directors.

Article 16

The Board of Directors consists of directors and the directors should attend the meeting of the board of directors in person. If the directors are unable to attend the meeting for any reason, they may entrust other directors to attend, but each director is limited to act for only one other director.

When the meeting of the board of directors is called via video conference, the directors who participate in the video conference are regarded as attending the meeting in person.

One chairman and one vice-chairman of the Company will be elected based on the consent of the directors representing a majority of the voting rights at the meeting of the board of directors attended by two-thirds of the directors or more. The chairman represents the Company externally.

The meeting of the board of directors will be convened at least once every three months, but a special meeting may be called at any time for emergency circumstances. The meeting notice for the meeting of the board of directors can be in the form of written, fax or email notification.

Article 17

A resolution of the board of directors' meeting shall be adopted with a consent of the directors representing a majority of the voting rights at the meeting

attended by more than half of the directors

The board of directors may establish a Remuneration Committee or other functional committees for the needs of business operations.

Article 18 When the chairman of the board is on leave or for any reason unable to exercise the powers of chairman, the acting role shall be conducted in accordance with the provisions of Article 208 of the Company Act.

Article 19 Remunerations of all directors shall be discussed and determined at the board of directors meeting, and regardless of the profit or loss of the Company, they shall be paid based on the remuneration level in the industry.

Chapter 5 Managers

Article 20 The company shall have one general manager and several deputy general managers and managers, and its appointment, dismissal and remuneration shall be conducted according to Article 29 of the Company Act.

Chapter 6 Accounting

Article 21 At the end of each fiscal year, the board of directors shall prepare the following:

(I) Business report.

(II) Financial statements.

(III) Proposal for distribution of profits or compensation of losses.

The various reports and financial statements shall be submitted to the audit committee for review 30 days before the general meeting of shareholders, and submitted to the meeting of shareholders for ratification.

The distribution of cash dividends in the profit distribution will be based on the consent of the directors representing a majority of the voting rights at the meeting of the board of directors attended by two-thirds of the directors or more. All or part of the dividends and bonus should be distributed in cash and it shall be reported in the meeting of shareholders.

Article 22 If the Company has profits in the year, it should reserve 0.7% to 10% for the employees' remuneration and 1% or less for the directors' remuneration. However, if the Company still has accumulated losses, the amount shall be reserved in advance.

The employees' remuneration mentioned in the preceding paragraph refers the shares or cash paid to the employees, including employees of subsidiaries meeting certain specific requirements.

Article 22-1 If the company's annual final accounts have a surplus, it should first be reserved to pay taxes and cover the losses in the past, and then 10% should be reserved for the statutory surplus reserve. However, it is not limited to the statutory surplus reserve that has reached the company's paid-in capital. Moreover, it depends on the operational needs and statutory requirements whether to reserve or reverse

the special surplus reserves. The remaining surplus and the undistributed surplus at the beginning of the period will be distributed upon the resolution of the meeting of shareholders proposed by the board of directors.

Chapter 7 Supplementary Provisions

- Article 23 When distributing dividends, the cash dividends will be given priority as the Company considers the future operation and the cash flow demands of the company, and the ratio of surplus distribution in cash shall not be less than 20% of the shareholders' dividends in the current year.
- Article 24 The directors and managerial officers of the Company shall not disclose or reveal confidential documents of the Company or the confidential information regarding technology, market or products that are involved in the business operations of the Company to others.
- Article 25 For any matter that is not stipulated in these articles, the matter shall be conducted according to the Company Act.
- Article 26 This regulation was stipulated on July 19, 1994.
The first amendment was made on October 15, 1994.
The second amendment was made on December 21, 1995.
The third amendment was made on April 1, 1996.
The fourth amendment was made on September 2, 1996.
The fifth amendment was made on March 17, 1997.
The sixth amendment was made on July 22, 1998.
The seventh amendment was made on December 18, 2000.
The eighth amendment was made on May 15, 2002.
The ninth amendment was made on June 30, 2003.
The tenth amendment was made on May 14, 2004.
The eleventh amendment was made on May 14, 2004.
The twelfth amendment was made on February 21, 2005.
The thirteenth amendment was made on June 23, 2006.
The fourteenth amendment was made on December 12, 2006.
The fifteenth amendment was made on June 15, 2007.
The sixteenth amendment was made on December 5, 2007.
The seventeenth amendment was made on June 13, 2008.
The eighteenth amendment was made on June 19, 2009.
The nineteenth amendment was made on June 22, 2012.
The twentieth amendment was made on June 21, 2013.
The twenty-first amendment was made on August 12, 2013.
The twenty-second amendment was made on December 30, 2013.
The twenty-third amendment was made on December 30, 2013.
The twenty-fourth amendment was made on June 25, 2014.
The twenty-fifth revision was made on June 26, 2015.
The twenty-sixth revision was made on made June 13, 2016.
The twenty-seventh amendment was on made December 15, 2016.
The twenty-eighth amendment was made on June 26, 2018.

The twenty-ninth amendment was made on June 28, 2019.

The thirty amendment was made on June 23, 2022.

Green World Hotels Co., Ltd.

Chairman Hsieh, Hsien-Chih

Green World Hotels Co., Ltd.

Shareholdings of all directors

- I. The total paid-in capital of the Company: NT\$1,097,283,430
The total number of issued shares of the Company: 109,728,343 shares.
- II. The statutory shares of all directors: 8,000,000 shares
- III. As of the book closure date of the shareholders meeting, the shareholdings of all directors of the Company are as follows:

The record date: October 24 2022

Title	Name	No. of shares	Shareholding ratio
Chairman	Shenyan Investment Co., Ltd. Representative: Hsieh Hsien-Chih	7,930,502	7.227%
Director	Shenyan Investment Co., Ltd. Representative: Chang, Shi-Feng	7,930,502	7.227%
Director	Yiyaun Investment Co., Ltd. Representative: Liu, Tang-Kun	1,811,798	1.651%
Director	HIS Hotel Holdings Co., Ltd. Representative: Kodakamine Koji	55,961,455	51%
Independent director	Liu, Shui-Sheng	0	0%
Independent director	Wu, Yi-Tsai	0	0%
Independent director	Chiu, Shao- Chin	0	0%
Total shareholdings of all directors		65,703,755	59.878%