



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

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# **2025 Annual General Shareholders' Meeting Meeting Handbook**

Meeting date and time: 9 a.m., June 20, 2025

Meeting place: No. 528, Sec. 7, Zhongxiao E. Rd., Nangang Dist.,  
Taipei City

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

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**Green World Hotels Co., Ltd.**  
**Procedures of the 2025 Annual General Shareholders' Meeting**

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

# **Green World Hotels Co., Ltd.**

## **Meeting Agenda of the 2025 Annual General Shareholders' Meeting**

Time: 9 a.m., Friday, June 20, 2025

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

Method of Meeting: Physical Shareholders' Meeting

One. Call the Meeting to Order

Two. Remarks by the Chairperson

Three. Report Items

I. The 2024 Business Report.

II. The 2024 Audit Committee's Review Report.

III. Report on the distribution of remuneration for employees and directors for 2024.

IV. Report on cash dividend distribution for 2024.

V. Report on the implementation of the plan for capital reduction and sound operation.

Four. Ratification Items

I. 2024 Business Report and Financial Statements.

II. 2024 Earnings Distribution Plan.

Five. Discussion Items

I. Amendments to the "Articles of Incorporation".

Six. Extraordinary Motions

Seven. Adjournment

## [Report Items]

I. Please review the 2024 Business Report.

Description: Please refer to Attachment 1 of this Handbook for the Company's 2024 Business Report.

II. Please review the 2024 Audit Committee's Review Report.

Description: Please refer to Attachment 2 of this Handbook for the Company's 2024 Audit Committee's Review Report.

III. Please review the report on the distribution of remuneration for employees and directors for 2024.

Explanation

- I. With respect to Article 22, Paragraph 1 of the Articles of Incorporation, if there is profit during the year, the Company shall appropriate 0.7% to 10% of such profit as the remuneration for employees and not more than 1% as remuneration for directors. However, if the Company still has accumulated losses, the amount shall be reserved in advance.
- II. In 2024, the Company distributed employee remuneration of NT\$861,345 and director remuneration of NT\$0, which were paid in cash.

IV. Please review the report on cash dividend distribution for 2024.

Explanation

- I. This motion was made in accordance with Article 21 of the Articles of Incorporation, authorizing the Board of Directors to resolve on the distribution of dividends and bonuses in the form of cash, and to report such distribution at the shareholders' meeting.
- II. A total of NT\$43,891,338 will be allocated for cash dividends to shareholders, with a cash dividend of NT\$2 per share. Cash dividends will be calculated and rounded down to the nearest dollar; amounts less than NT\$1 will be disregarded. The aggregate amount of such fractional remainders will be adjusted based on the decimal value in descending order and the order of shareholder account numbers in ascending order to match the total amount of cash dividends distributed.
- III. This motion has been approved by the Board of Directors, and the Chairman is authorized to separately determine the record date for dividend distribution, the payment date, and other related matters. Should any subsequent changes in the Company's capital or other factors affect the number of outstanding shares and result in adjustments to the dividend per share, the Chairman shall be fully authorized to handle such matters accordingly.

V. Please review the report on the implementation of the plan for capital reduction and sound operation.

Explanation

- I. In accordance with the Letter Zheng-Gui-Jian-Zi No. 1110012999 dated December 15, 2022 from TPEx and Letter Zheng-Bao-Fa-Zi No. 1110004415 dated October 21, 2022 from the SFIPC, the implementation of the sound operating plan will be reported to the Board of Directors for control and reported to the shareholders' meeting on a quarterly basis.
- II. For the implementation status of the Company's plan of capital reduction for solid operation, please refer to Attachment 5 of this Handbook.

【Ratification Items】

Motion 1

【Proposed by the Board of Directors】

Cause: Please ratify the 2024 Business Report and Financial Statements.

Explanation

- I. The Company's parent company only financial statements for 2024 have been verified and approved by CPAs Wu, Kun-yi and Wu, Hsian-en of MOORE Taiwan, and an unqualified audit report has been issued and filed together with the business report, and submitted to the Audit Committee for review.
- II. Please refer to Attachment 1 and 3 of this Handbook for the Company's 2024 Business Report and Financial Statements.
- III. Please ratify.

Resolution:

Motion 2

【Proposed by the Board of Directors】

Cause: Please ratify the 2024 earnings distribution plan.

Explanation

- I. Please refer to Attachment 4 of this Handbook for the Company's 2024 earnings distribution plan, which has been approved by the Board of Directors.
- II. Please ratify.

Resolution:

**【Discussion Items】**

Motion 1

**【Proposed by the Board of Directors】**

Cause: Please discuss the amendments to the “Articles of Incorporation”.

Explanation

- I. Certain articles of the Company’s Articles of Incorporation have been amended in accordance with Article 14, Paragraph 6 of the Securities and Exchange Act and the FSC’s Order Jin-Guan-Zheng-Fa-Zi No. 1130385442.
- II. Please refer to Attachment 6 of this Handbook for the comparison table of the “Articles of Incorporation” before and after amendment.
- III. Please discuss and verify.

Resolution:

**【Extraordinary Motions】**

**【Adjournment】**

## Business Report

In 2024, the hotel industry in Taiwan is facing market changes and numerous challenges. With the reopening of borders, a wave of revenge travel surged in 2023; however, entering 2024, the boom has gradually subsided, the travel market has returned to normal, and structural adjustments are underway.

The Tourism Administration originally projected 12 million tourist arrivals in 2024, but the estimate was eventually revised downward to 7.5 million, indicating that the market recovery has fallen short of expectations. In particular, the Japanese and Chinese markets, which previously accounted for the highest proportion of inbound tourists to Taiwan, have both experienced slower-than-expected recovery. Japanese travelers, affected by the depreciation of JPY, face significantly higher overseas travel costs, resulting in inbound visitors to Taiwan recovering to only 60% of the 2019 level; Chinese travelers, due to cross-strait political tensions, still face restrictions on individual and group travel, with inbound visitors reaching only 15% of the 2019 level.

Additionally, natural disasters such as the major earthquake in Hualien and Taitung in April and multiple typhoons hitting Taiwan have further suppressed tourists' willingness to visit, leading to a decline in hotel demand in Taipei City and impacting the overall tourism and accommodation market. However, fortunately, the long-delayed Taipei Dome was finally officially opened in 2024. Starting in March, it hosted multiple baseball games, with the WBSC Premier 12 tournament in November drawing peak crowds. In December, a series of large-scale concerts marked the official beginning of performing arts events.

The Company has been actively cultivating the domestic travel market since the pandemic period. In 2024, it further leveraged the advantages of its hotels' proximity to event venues and convenient transportation, combined with high-speed rail joint ticket sales strategies, successfully attracting travelers to stay, filling the gap caused by the decline in foreign tourists, and effectively improving occupancy rates and revenue performance. The Company will continue to enhance its competitiveness and market appeal by implementing diversified strategies and integrating distinctive local events.

Currently, the Company's hotels are all located in Taipei City. At the end of 2024 the Company has 15 hotels (including Qingtian and Xiemei). With the recovery of the tourism market, the Company's total operating revenue in 2024 was NT\$1,066,421 thousand, an increase of 9% compared with 2023. The net profit for the current period of 2024 was NT\$96,546 thousand, an increase of 95% compared with 2023. The 2024 business results of the Company is as follows:

### I. Business results

#### (I) Business implementation results

Unit: NT\$1,000

Item	Year	2023	2024
Operating revenue		978,346	1,066,421
Operating costs		719,073	751,325
Operating gross profit		259,273	315,096
Operating net profit		110,968	170,347
Non-operating gain or loss		(48,933)	(48,159)
Net profit before tax		62,035	122,188
Net profit of the current period		49,628	96,546

(II) The status of budget execution: the Company did not make any financial forecasts and thus, this does not apply to the Company.

#### (III) Financial analysis:

Unit: %

Item	Year	2023	2024
Financial structure	Ratio of debts to assets	89.71	85.75
	Percentage of long-term funds to property, plant and equipment	360.11	382.28
Solvency	Current ratio	47.15	59.50
	Quick ratio	45.83	58.19
Management capacity	Receivables turnover (number of times)	25.97	20.31
	Average number of cash received days	14.05	17.97
Profitability	Return on assets	3.10	4.77
	Return on equity	17.13	26.61
	Ratio of net profit before tax to paid-up capital	28.27	55.68
	Profit margin	5.07	9.05
	Earnings per share (dollars)	2.26	4.40



(IV) R&D status: The Company's main business operations are general hotels and related businesses, so it is not applicable.

## II. It is affected by the external competitive environment, regulatory environment and the overall environment of business operations:

The peak of “revenge travel” has passed, but the travel market continues to develop steadily, and traveler demand is trending toward diversification and immersive experiences. However, under numerous uncertainties such as labor shortages, inflationary pressures, and fluctuations in the international economic market, the pace of recovery remains to be seen.

The number of tourists visiting Taiwan in 2024 was 7,857,686, an increase of 21% compared with 2023. The main tourist data in Taiwan in 2023 and 2024 are as follows:

Unit: Person

Region	Number of tourists visiting Taiwan in 2023	Number of tourists visiting Taiwan in 2024	Increase (decrease) ratio %	Increase (or decrease) of number of person
Southeast Asia	2,253,483	2,365,391	5	111,908
Hong Kong and Macau	1,199,572	1,310,977	9	111,405
Japan	928,235	1,319,592	42	391,357
Korea	744,727	1,003,086	35	258,359
Mainland China	226,269	438,212	94	211,943
Others	1,134,665	1,420,428	25	285,763
Total	6,486,951	7,857,686	21	1,370,735

Source: Tourism Administration, M.O.T.C

The comparison of supply in hotels in 2024 compared with 2023 is as follows:

A total of 4 new legally licensed general hotels were added in Taipei City and New Taipei City, increasing the number of rooms by 97, indicating a positive growth outlook for future hotel supply.

## III. Summary of the 2024 business plan and future development strategy of the Company:

By improving the operational performance and the collaboration of the management team, the Company was able to recover quickly and grow steadily during the post-pandemic period.

### (I) Short to Mid-term Strategy

1. Integration of group resources: Effective use of our own resources and combined with the Company's largest shareholder, the well-known Japanese tourism group H.I.S., which has strong cross-regional customer gathering capabilities to quickly obtain accommodation needs from tourists from Hong Kong, Macao, Japan, South Korea, China, Southeast Asia and other countries.
2. Strengthen the domestic market: By strengthening cooperation with Funnow, the first instant entertainment platform in Taiwan, we provide diversified membership services and increase tourist stickiness. We also work with companies such as Taiwan High Speed Rail to create diversification among hotels and enhance our domestic competitive advantages.
3. Minimize room inventory: Through the assistance of the joint reservation center, more efficient room vacancy control can be achieved. At the same time, sales of short-stay and late-night bookings are being strengthened, utilizing a regional room allocation mechanism to maximize support across locations and reduce the number of vacant rooms daily.
4. Operation process efficiency and system optimization: Conduct an in-depth review and redesign of workflows across the headquarters and each department, evaluate the implementation of self-service kiosks, and optimize corresponding systems to improve work efficiency and address the challenge of long-term labor shortages.
5. Strengthen talent acquisition and training: Establish cooperation with the government, colleges and universities and related enterprises to provide employees with more vocational training opportunities and increase their multi-functional capabilities. Meanwhile, we actively expand internship and job opportunities at home and abroad to establish a strong talent pool.
6. Effective use of idle space: By effectively utilizing the vacant space in each hotel, we can create income from non-accommodation sources and increase the overall revenue of the group.

### (II) Mid to Long-term Strategy

1. Actively stabilizing the hotel business: Ensure the steady recovery of the hotel business, while continuing to improve service quality to attract more repeated visits of customers and word-of-mouth effects.
2. Invest in related industries: Consider investing in and developing tourism-related industries based on the hotel business to create multiple sources of income and provide tourists with a more wholesome

- experience.
3. Expand new locations: During the pandemic, operations of 5 hotels were terminated to reduce losses. As the hotel industry gradually recovers, new locations will be reopened and added. In addition to evaluating the stability of business in Taipei City, active assessments of hotel development in other counties and cities will be conducted to increase repeat customers through a broader network of locations.
  4. Planning of new business models: Actively plan and design new business models to increase overall revenue. May include introducing digital technology to provide more customized services to meet ever-changing market needs.
  5. Increase efficiency of operation team: Re-evaluate and adjust the composition of the management team to establish a highly efficient and multi-tasking operation team to cope with business challenges.
  6. Introduce strategic investors: Consider the introduction of investors with strategic aspect to jointly participate in the design and development of business models to enhance the Company's competitiveness and accelerate revenue growth.
  7. Promote sustainable transformation: Low-carbon tourism and green tourism have gradually become tourism trends, and we are planning to obtain green tourism-related labels and certifications to respond to future customer needs for sustainable development.

### (III) Conclusions

After the wave of revenge travel following the pandemic, people's travel planning mindset has gradually eased and become more rational. Compared to the domestic outbound travel boom, inbound tourism recovery has been limited due to the depreciation of JPY and the continued restrictions on Chinese travelers entering Taiwan, resulting in a noticeable tourism trade deficit between inbound and outbound arrivals. In the past, the main sources of inbound travelers to Taiwan were from China, Japan, South Korea, Hong Kong and Macau, and Southeast Asia. It is estimated that only Hong Kong and Macau, South Korea, and Southeast Asia will continue to recover. Due to political factors, Taiwan had not reopened travel to Chinese citizens as of October 2024, causing a stagnation in tourism recovery; meanwhile, Japan has continued to promote domestic travel post-pandemic, and the significant depreciation of JPY since the pandemic has increased overseas travel costs, resulting in low willingness among Japanese travelers to travel abroad. Fortunately, relevant government agencies have again launched the "World Project" for Southeast Asian countries, simplifying the entry process for ASEAN tourists into Taiwan and strengthening the solicitation of Southeast Asian customers. South Korea has benefited from an increased number of flights between Taiwan and South Korea, leading to a rapid recovery of travelers.

Furthermore, the impact of the epidemic in the past three years has led to the suspension of cross-border tourism. Taipei's hotel industry, which makes its major revenue from customers from foreign countries, has significantly reduced its manpower in order to reduce costs. Many employees in related industries have switched or left their jobs during the epidemic, creating a manpower gap upon the industry recovery, and the replenishment and deployment of manpower cannot keep up with the recovery of demand, making it unable to return to the manpower level before the epidemic in a relevant short period of time.

Based on the above analysis, although the hotel industry has passed its most difficult period, the recovery has not been as rapid as expected. Coupled with adverse factors such as labor shortages and rising costs due to inflationary pressures, the hotel industry in 2025 may still not fully return to pre-pandemic levels. However, it is expected to continue developing positively in the long term. The Company has formulated comprehensive and practical short, medium and long-term strategies for stable recovery after the epidemic. In the short- to mid-term, we focus on improving operational efficiency through integrating group resources, strengthening the domestic market, and minimizing room inventory to ensure rapid response and adaptation in a highly competitive market. Meanwhile, the Company's overall efficiency and diversified revenue sources will be further enhanced through optimization of operating processes and systems, talent acquisition and training, and effective use of idle spaces. In the medium and long term, we will focus on continuing to stabilize the hotel business, while pursuing more comprehensive development through measures such as investing in other income sources, expanding our spots in other counties and cities, and planning new business models, and adjusting the management infrastructure including improving the efficiency of the operating team and introducing strategic investors to ensure that the Company can more flexibly respond to future market challenges and achieve stable long-term growth.

Green World Hotels Co., Ltd.  
Chairman: Hsieh, Hsien-Chih  
General Manager: Tsui, Chieh-Min  
CAO: Peng Fei-xiu

# Green World Hotels Co., Ltd.

## Audit Committee's Review Report

The Company's Board of Directors has submitted the 2024 Business Report, Earnings Distribution Statement, and Financial Statements audited and certified by CPAs Wu, Kun-Yi and Wu, Hsien-En of Moore Stephens DaHua (Taiwan) CPAs. After review by the Audit Committee, it is deemed to comply with the Company Act and other relevant laws. Therefore, in accordance with Article 219 of the Company Act, it is respectfully submitted for review.

Sincerely yours,

Green World Hotels Co., Ltd. 2025 Annual General Shareholders' Meeting

Convener of Audit Committee:

March 13, 2025

## Independent Auditors' Report

To Green World Hotels Co., Ltd.:

### Opinion

We have audited the financial statements of Green World Hotels Co., Ltd. (“the Company”), which comprise the balance sheets as of December 31, 2024, and 2023, the statements of comprehensive income, changes in equity and cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2024 and 2023, and its financial performance and its cash flows for the year ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers, and International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

### Basis of opinion

We conducted our audit in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and the auditing standards generally accepted in the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Certified Public Accountants Code of Professional Ethics in Republic of China (“the Code”), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis of our opinion.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, of most significance in our audit of the financial statements for the year ended December 31, 2024. These matters are addressed in the context of our audit of the financial statements, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

1. Impairment of assets  
Please refer to note 4(10) for the accounting policy; Note 5 for the significant accounting assumptions and judgments; and note 6(4), 6(5) and 6(6) for information on “Property, plant and equipment”, “Right-of-use assets” and “Intangible assets”.

#### Description of key audit matters:

As of December 31, 2024, the carrying amount of right-of-use assets, intangible assets, and, property, plant, and equipment constitute 77% of the total assets of the Company. The management is required to assess the impairment of the aforementioned assets in accordance with International Financial Reporting Standards (IFRS). Due to the significant assessment involved, the auditors consider the impairment of assets to be a key audit matter.

#### How the matter was addressed in our audit:

Regarding the key audit matter mentioned above, the executed response procedures include:

We cast professional skepticism on management's impairment assessment model. The work includes evaluating whether management has identified all cash generating units which might have impairments and considering whether all the assets which need to be tested have been included in the impairment assessment.

We also review the main parameters used by management to estimate future cash flow such as expected growth rate, discount rate, cash-basis revenue, and cost increase rate. We verify the reasonableness of the assumptions and accuracy of management's calculation based on available data.

2. Revenue recognition  
Please refer to note 4(11) and 6(16) for accounting policy on “Revenue recognition” and details on “Revenue from contracts with customers”, respectively.

Description of key audit matters:

The Company mainly engages in hotel room service, where the most sources of its customers are individual tourists and travel agents. The revenue from room services constitutes 91% of the total revenue in 2024, which is significant for the financial statements. Therefore, the revenue from room services is a key audit matter.

How the matter was addressed in our audit:

We performed the following audit procedures to address the abovementioned key audit matter:

- (a) Understanding and testing the effectiveness of internal control procedures on room revenue recognition.
- (b) Obtaining daily operating reports from the Company, wherein we audit the reservation records and passenger registration cards of customers to verify whether the amounts of revenue are consistent with those of the room bills and invoices.
- (c) Ensuring the consistency of the amounts of revenue, receivables, and daily operating report.
- (d) Analyzing the housing trends, including the information on room occupancy rates, average room prices, etc., to evaluate the reasonableness of room service revenue.
- (e) Conducting cut off test to confirm whether the timing of the revenue recognition is reasonableness.

**Responsibilities of Management and Those Charged with Governance for the Financial Statements**

Management is responsible for the preparation and fair presentation of the financial statements in accordance with Regulations Governing the Preparation of Financial Reports by Securities Issuers and International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance, including the Audit Committee are responsible for overseeing the Company's financial reporting process.

**Auditors' Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with the auditing standards generally accepted in the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken based on these financial statements.

As part of an audit in accordance with auditing standards generally accepted in the Republic of China, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- 1. Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- 2. Obtain an understanding of internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal controls.
- 3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- 4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our report. However, future events or conditions may cause the Company to cease to continue as a going concern.

5. Evaluate the overall presentation, structure, and content of the financial statements, including the footnote disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentations.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audit resulting in this independent auditors' report are Kuen-Yi Wu and Hsien-En Wu.

MOORE STEPHENS DaHua (Taiwan) CPAs  
March 13, 2025

#### Notes to Readers

The accompanying financial statements are intended only to present the financial position, financial performance and cash flows in accordance with the accounting principles and practices generally accepted in the Republic of China and not those of any other jurisdictions. The standards, procedures and practices to audit such financial statements are those generally accepted and applied in the Republic of China.

The independent auditors' audit report and the accompanying financial statements are the English translation of the Chinese version prepared and used in the Republic of China. If there is any conflict between, or any difference in the interpretation of the English and Chinese language independent auditors' audit report and financial statements, the Chinese version shall prevail.

		Amount	%	Amount	%			Amount	%	Amount	%
Assets						Liabilities and Equity					
Current assets:						Current liabilities:					
1100	Cash and cash equivalents (Note6(1))	\$ 298,982	10	264,463	9	2100	Short-term borrowings (Note6(8) and 7)	\$ 270,000	9	310,000	10
1136	Financial assets measured at amortized cost-current (Note6(2))	115,000	4	60,000	2	2130	Current contract liabilities (Note6(16))	29,304	1	29,599	1
1160	Notes receivable from related parties (Note6(3) 、(16) and 7)	13,625	1	12,510	-	2150	Notes payable	510	-	324	-
1170	Accounts receivable, net (Note6(3) 、(16))	22,158	1	32,096	1	2170	Accounts payable (Note7)	55,544	2	50,132	2
1180	Accounts receivable from related parties (Note6(3) 、(16) and 7)	13,869	1	10,733	-	2200	Other payable (Note6(4) and 7)	33,575	1	29,249	1
1200	Other receivables	1,548	-	1,123	-	2230	Current tax liabilities	1,204	-	-	-
1220	Current tax assets	416	-	190	-	2280	Current lease liabilities (Note6(10) and 7)	337,179	12	340,365	11
1479	Other current assets	10,536	-	11,016	-	2320	Current portion of long-term borrowings (Note6(9) and 7)	70,000	3	70,000	2
		476,134	17	392,131	12	2399	Other current liabilities	2,866	-	1,935	-
								800,182	28	831,604	27
Non-current assets:						Non-current liabilities:					
1600	Property, plant and equipment (Note6(4))	545,239	19	617,727	20						
1755	Right-of-use assets (Note6(5))	1,678,882	58	1,821,106	60	2540	Long-term borrowings (Note6(9) and 7)	58,334	2	128,333	4
1780	Intangible assets (Note6(6))	11,912	-	28,957	1	2580	Non-current lease liabilities (Note6(10) and 7)	1,612,242	56	1,779,042	59
1840	Deferred tax assets (Note6(13))	2,737	-	27,175	1	2645	Guarantee deposits	2,609	-	2,499	-
1980	Other non-current financial assets (Note6(7) 、7 and 8)	169,601	6	168,974	6			1,673,185	58	1,909,874	63
		2,408,371	83	2,663,939	88		Total liabilities	2,473,367	86	2,741,478	90
							Equity (Note6(14))				
						3100	Capital stock	219,457	8	219,457	7
						3200	Capital surplus	45,507	1	45,507	1
						3310	Legal reserve	4,963	-	-	-
						3350	Unappropriated earnings	141,211	5	49,628	2
							Total equity	411,138	14	314,592	10
Total assets		\$ 2,884,505	100	3,056,070	100	Total liabilities and equity		\$ 2,884,505	100	3,056,070	100

The accompanying notes are an integral part of the financial statements.

**GREEN WORLD HOTELS CO., LTD.****Statements of comprehensive income****For the years ended December 31, 2024 and 2023****(Expressed in thousands of New Taiwan Dollar)**

		2024		2023	
		Amount	%	Amount	%
4000	<b>Operating revenues (Note6(16) and 7)</b>	\$ 1,066,421	100	978,346	100
5000	<b>Operating costs (Note6(4)、(5)、(6)、(12) and 7)</b>	751,325	70	719,073	73
	<b>Gross profit from operations</b>	315,096	30	259,273	27
	<b>Operating expenses (Note6(4)、(5)、(6)、(10)、(12) and 7) :</b>				
6100	Selling expenses	100,426	10	108,678	11
6200	Administrative expenses	44,323	4	41,149	4
	<b>Operating expenses</b>	144,749	14	149,827	15
6515	<b>Net other income (Note6(18))</b>	-	-	1,522	-
	<b>Operating income</b>	170,347	16	110,968	12
	<b>Non-operating income and expenses (Note6(4)、(10)、(19) and 7)</b>				
7100	Total interest income	4,884	-	3,300	-
7020	Other gains and losses, net	3,368	-	8,410	1
7050	Finance costs	(56,411)	(5)	(60,643)	(6)
	<b>Total non-operating income and expenses</b>	(48,159)	(5)	(48,933)	(5)
7900	<b>Income before income tax</b>	122,188	11	62,035	7
7950	<b>Less: Income tax expenses (Note6(13))</b>	25,642	2	12,407	1
	<b>Net income</b>	96,546	9	49,628	6
8300	<b>Other comprehensive income, net</b>	-	-	-	-
8500	<b>Comprehensive income</b>	<b>\$ 96,546</b>	<b>9</b>	<b>49,628</b>	<b>6</b>
	<b>Earnings per share(Note6(15))</b>				
9750	<b>Basic earnings per share (NT dollars)</b>	<b>\$ 4.40</b>		<b>2.26</b>	
9810	<b>Diluted earnings per share (NT dollars)</b>	<b>\$ 4.40</b>		<b>2.26</b>	

The accompanying notes are an integral part of the financial statements.



(English Translation of Financial Statements Originally Issued in Chinese)

**GREEN WORLD HOTELS CO., LTD.**  
**Statements of Changes in Equity**  
**For the years ended December 31, 2024 and 2023**  
**(Expressed in thousands of New Taiwan Dollar)**

				Retained earnings	
	Capital stock	Capital surplus	Legal reserve	Unappropriated earnings (accumulated deficit)	Total equity
<b>Balance on January 1, 2023</b>	\$ 219,457	604,393	8,943	(567,829)	264,964
Net income for the year ended December 31, 2023	-	-		49,628	49,628
Other comprehensive income for the year ended December 31, 2023	-	-	-	-	-
Comprehensive income for the year ended December 31, 2023	-	-	-	49,628	49,628
Legal reserve for cover accumulated deficit	-	-	(8,943)	8,943	-
Capital surplus for cover accumulated deficit	-	(558,886)	-	558,886	-
<b>Balance on December 31, 2023</b>	<b>\$ 219,457</b>	<b>45,507</b>	<b>-</b>	<b>49,628</b>	<b>314,592</b>
<b>Balance on January 1, 2024</b>	\$ 219,457	45,507	-	49,628	314,592
Appropriation and distribution of retained earnings:					
Legal reserve appropriated	-	-	4,963	(4,963)	-
Net income for the year ended December 31, 2024	-	-	-	96,546	96,546
Other comprehensive income for the year ended December 31, 2024	-	-	-	-	-
Comprehensive income for the year ended December 31, 2024	-	-	-	96,546	96,546
<b>Balance on December 31, 2024</b>	<b>\$ 219,457</b>	<b>45,507</b>	<b>4,963</b>	<b>141,211</b>	<b>411,138</b>

The accompanying notes are an integral part of the financial statements.

(English Translation of Financial Statements Originally Issued in Chinese)

**GREEN WORLD HOTELS CO., LTD.**

**Statements of Cash Flows**

**For the years ended December 31, 2024 and 2023**

**(Expressed in thousands of New Taiwan Dollar)**

	<b>2024</b>	<b>2023</b>
<b>Cash flows from operating activities:</b>		
Income before tax	\$ 122,188	62,035
<b>Adjustments:</b>		
Adjustments to reconcile profit:		
Depreciation expense	428,272	431,071
Amortization expense	18,148	18,260
Interest expense	56,411	60,643
Interest income	(4,884)	(3,300)
Impairment loss on non-financial assets	22	-
Total adjustments to reconcile profit	497,969	506,674
Changes in operating assets and liabilities:		
Notes receivable from related parties	(1,115)	(12,191)
Accounts receivable	9,938	(13,551)
Accounts receivable from related parties	(3,136)	(9,609)
Other receivables	(425)	(88)
Other current assets	(164)	(829)
Contract liabilities	(295)	5,080
Notes payable	186	(140)
Accounts payable	5,412	23,768
Other payable	1,241	6,091
Other current liabilities	931	241
Total changes in operating assets and liabilities	12,573	(1,228)
Total adjustments	510,542	505,446
Cash inflow generated from operations	632,730	567,481
Interest received	4,884	3,300
Interest paid	(57,011)	(60,542)
Income taxes paid	(226)	(128)
<b>Net cash flows from operating activities</b>	<b>580,377</b>	<b>510,111</b>
<b>Cash flows from (used in) investing activities:</b>		
Acquisition of financial assets measured at amortized cost	(55,000)	(60,000)
Acquisition of property, plant and equipment	(18,545)	(7,313)
Acquisition of intangible assets	(459)	(361)
Increase in refundable deposits	(627)	(21,371)
Net cash used in investing activities	(74,631)	(89,045)
<b>Cash flows from (used in) financing activities:</b>		
Decrease in short-term loans	(40,000)	(40,000)
Increase in guarantee deposits received	110	911
Repayments of long-term loans	(69,999)	(11,667)
Payment of lease liabilities	(361,338)	(352,146)
Net cash used in financing activities	(471,227)	(402,902)
Net increase in cash and cash equivalents	34,519	18,164
Cash and cash equivalents at beginning of year	264,463	246,299
Cash and cash equivalents at end of year	<b>\$ 298,982</b>	<b>264,463</b>

**The accompanying notes are an integral part of the financial statements.**

**Green World Hotels Co., Ltd.****Profit distribution table****2024**

Unit: NTD

<b>Items</b>	<b>Amount</b>	<b>Remarks</b>
Beginning undistributed earnings	44,665,817	
Add: Net income after tax of 2024	96,545,832	
Distributable retained earnings of the current period	141,211,649	
Less: 10% for legal reserve	(9,654,583)	
Distribution items:		
Shareholders' dividend	(43,891,338)	Cash dividends of NT\$2 per share
Year-end undistributed retained earnings	87,665,728	

Chairman: Hsieh Hsien-Chih

General Manager: Hsieh Hsien-Chih

CAO: Peng Fei-Xiu

**Green World Hotels Co., Ltd.**  
**Implementation of the plan for capital reduction and sound operation**  
**From January 1 to December 31, 2024**

Unit: NT\$1,000

	Actual Number	Projected Number	Amount of difference	Variance %
Operating revenue	1,066,421	1,041,798	24,623	2
Operating costs	751,325	812,769	(61,444)	(8)
Operating gross profit	315,096	229,029	86,067	38
Operating expenses	144,749	146,545	(1,796)	(1)
Operating net profit	170,347	82,484	87,863	107
Net non-operating gain or (expense)	(48,159)	(52,120)	3,961	8
Net profit before tax	122,188	30,364	91,824	302
Income tax expense	25,642	0	25,642	NA
Net profit of the current period	96,546	30,364	66,182	218

The main reasons for the difference between the actual number and the budgeted number of the Company's sound business plan for 2024 are as follows:

**I. Operating revenues and costs:**

Operations in 2024 faced significant challenges due to earthquakes and extreme climate events. Additionally, JPY did not appreciate as expected, resulting in persistently high overseas travel costs for Japanese travelers, causing the number of visitors to Taiwan to recover to only 60% of the pre-pandemic level in 2019. Meanwhile, due to cross-strait political tensions, as of the end of 2024, China had not yet reopened group travel to Taiwan, and individual travel had not fully resumed, resulting in the number of Chinese visitors to Taiwan reaching only 14% of the 2019 level.

Despite this, the Company actively expanded the domestic travel market during the pandemic and collaborated with THSR to sell combined accommodation and rail tickets. With the full opening of the Taipei Dome, which has sparked a surge in sports events and entertainment performances, the Company has fully leveraged the advantages of its hotels' proximity to event venues and convenient transportation, successfully attracting domestic and international travelers and maintaining revenue growth. Resulting in actual operating revenue for 2024 exceeding the budget by NT\$24,623 thousand, a growth of 2%.

The Company also effectively controlled labor costs, which account for the highest proportion of operating expenses. In addition to adjusting manpower supplementation plans based on reservation status, the Company improved organizational efficiency by streamlining workflows. As a result, labor and other costs were effectively controlled, leading to actual operating costs in 2024 decreasing by NT\$61,444 thousand compared to the budget, a reduction of 8%.

**II. Operating expenses:**

During the pandemic, the e-commerce industry developed rapidly, and people gradually formed the habit of booking flights and accommodations through online channels. After the pandemic ended, the Company's online booking ratio has remained stable at around 65%, with most of these travelers paying by credit card. However, due to increased credit card processing fees by acquiring banks this year, related expenses exceeded the original estimates.

Additionally, commissions have long accounted for a significant proportion of operating expenses. To improve cost efficiency, the Company actively adjusted the sales mix across channels and continuously optimized official website sales strategies. As a result, actual commission expenses in 2024 decreased compared to the budget, leading to an overall reduction of NT\$1,796 thousand in operating expenses, a decrease of 1%.

**III. Net non-operating gain or (expense):**

The actual non-operating revenue in 2024 was higher than the budget mainly because the budget did not estimate interest revenue and other revenue. As a result, the actual net non-operating revenue (expense) decreased by NT\$3,961 thousand or 8% compared to the budget.

**Green World Hotels Co., Ltd.**  
**Comparison table of the provisions of the Articles of Incorporation before and after amendment**

Articles after amendment	Articles before amendment	Description
<p>Article 22</p> <p>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. Of the aforementioned employee remuneration amount, no less than 80% shall be allocated to entry-level employees. <u>Employee remuneration may be distributed in the form of stock or cash, and recipients may include employees of subsidiaries who meet certain conditions. The conditions and methods of distribution shall be authorized by the Board of Directors.</u> <u>The preceding two paragraphs shall be resolved by the Board of Directors and reported to the shareholders' meeting.</u></p>	<p>Article 22</p> <p>If the Company has profit in the current year, it shall reserve 0.7% to 10% for the employee's remuneration and the directors and supervisors' remuneration shall not be more than 1%. However, if the Company still has accumulated losses, the amount shall be reserved in advance.</p> <p>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.</p>	Amended in accordance with laws and regulations
<p>Article 26</p> <p>This regulation was stipulated on July 19, 1994.</p> <p>The first amendment was made on October 15, 1994.</p> <p>The second amendment was made on December 21, 1995.</p> <p>The third amendment was made on April 1, 1996.</p> <p>The fourth amendment was made on September 2, 1996.</p> <p>The fifth amendment was made on March 17, 1997.</p> <p>The sixth amendment was made on July 22, 1998.</p> <p>The seventh amendment was made on December 18, 2000.</p> <p>The eighth amendment was made on May 15, 2002.</p> <p>The ninth amendment was made on June 30, 2003.</p> <p>The tenth amendment was made on May 14, 2004.</p> <p>The eleventh amendment was made on May 14, 2004.</p> <p>The twelfth amendment was made on February 21, 2005.</p> <p>The thirteenth amendment was made on June 23, 2006.</p> <p>The fourteenth amendment was made on December 12, 2006.</p> <p>The fifteenth amendment was made on June 15, 2007.</p> <p>The sixteenth amendment was made on December 5, 2007.</p> <p>The seventeenth amendment was made on June 13, 2008.</p> <p>The eighteenth amendment was made on June 19, 2009.</p> <p>The nineteenth amendment was made on June 22, 2012.</p> <p>The twentieth amendment was made on June 21, 2013.</p> <p>The twenty-first amendment was made on August 12, 2013.</p> <p>The twenty-second amendment was made on December 30, 2013.</p> <p>The twenty-third amendment was made on December 30, 2013.</p> <p>The twenty-fourth amendment was made on June 25, 2014.</p> <p>The twenty-fifth revision was made on June 26, 2015.</p> <p>The twenty-sixth revision was made on made June 13, 2016.</p> <p>The twenty-seventh amendment was on made December 15, 2016.</p> <p>The twenty-eighth amendment was made on June 26, 2018.</p> <p>The twenty-ninth amendment was made on June 28, 2019.</p> <p>The thirtieth amendment was made on June 23, 2022.</p> <p><u>The thirty-first amendment was made on June 20, 2025.</u></p>	<p>Article 26</p> <p>This regulation was stipulated on July 19, 1994.</p> <p>The first amendment was made on October 15, 1994.</p> <p>The second amendment was made on December 21, 1995.</p> <p>The third amendment was made on April 1, 1996.</p> <p>The fourth amendment was made on September 2, 1996.</p> <p>The fifth amendment was made on March 17, 1997.</p> <p>The sixth amendment was made on July 22, 1998.</p> <p>The seventh amendment was made on December 18, 2000.</p> <p>The eighth amendment was made on May 15, 2002.</p> <p>The ninth amendment was made on June 30, 2003.</p> <p>The tenth amendment was made on May 14, 2004.</p> <p>The eleventh amendment was made on May 14, 2004.</p> <p>The twelfth amendment was made on February 21, 2005.</p> <p>The thirteenth amendment was made on June 23, 2006.</p> <p>The fourteenth amendment was made on December 12, 2006.</p> <p>The fifteenth amendment was made on June 15, 2007.</p> <p>The sixteenth amendment was made on December 5, 2007.</p> <p>The seventeenth amendment was made on June 13, 2008.</p> <p>The eighteenth amendment was made on June 19, 2009.</p> <p>The nineteenth amendment was made on June 22, 2012.</p> <p>The twentieth amendment was made on June 21, 2013.</p> <p>The twenty-first amendment was made on August 12, 2013.</p> <p>The twenty-second amendment was made on December 30, 2013.</p> <p>The twenty-third amendment was made on December 30, 2013.</p> <p>The twenty-fourth amendment was made on June 25, 2014.</p> <p>The twenty-fifth revision was made on June 26, 2015.</p> <p>The twenty-sixth revision was made on made June 13, 2016.</p> <p>The twenty-seventh amendment was on made December 15, 2016.</p> <p>The twenty-eighth amendment was made on June 26, 2018.</p> <p>The twenty-ninth amendment was made on June 28, 2019.</p> <p>The thirtieth amendment was made on June 23, 2022.</p>	Addition of amendment date and number

# Appendices

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

- Article 1 The Rules of Procedure for Shareholders' Meeting 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 shareholders' meeting 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 handbook, 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 shareholders' meeting 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 shareholders' meeting 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 shareholders' meeting 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 shareholders' meeting, 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 chairperson 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. However, if the attending shareholders do not represent a majority of the total number of issued shares, the chairperson 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 shareholders' meeting is convened by the Board of Directors, the meeting agenda shall be made by the Board of Directors. Related motions (including extraordinary motions and the amendment of existing motions) 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 shareholders' meeting.

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 chairperson 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 chairperson is of the opinion that a motion has been discussed sufficiently to put it to a vote, the chairperson 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 chairperson.

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 shareholders' meeting 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 shareholders' meeting 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 or supervisors, and upload them to the website of the MOPS at least 30 days before the date of an annual general shareholders' meeting or at least 15 days before the date of an extraordinary shareholders' meeting. 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 shareholders' meeting. None of the above matters shall be raised by an extraordinary motion. The main contents of such matters may be announced on the website(s) designated by the securities competent authorities or the Company, and the URL of the website(s) shall be indicated in the meeting notice.

If a full re-election of directors and their term have been stated in the notice of a shareholders' meeting, after the re-election is completed in that meeting, the term of such directors 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 annual general shareholders' meeting 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 When an election of directors is held at a shareholders' meeting, it shall be conducted in accordance with the relevant election regulations established by the Company. The results of the election, including the names of elected directors and their respective number of votes as well as the names of non-elected candidates and the number of votes they received, shall be announced on the spot.

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 shareholders' meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chairperson 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 chairperson'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 shareholders' meeting, and shall make an express disclosure of the same at the venue of the shareholders' meeting.

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 chairperson may announce a break based on time considerations. If a force majeure event occurs, the chairperson 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 shareholders' meeting, 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 the shareholders' meeting. 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 motions of the meeting. This Company should avoid making extraordinary motions and amendments to original motions.

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 shareholders' meeting. 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 洛碁實業股份有限公司.  
 (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 headquarters 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 shareholders' meeting, 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 annual general shareholders' meeting, within 30 days before the extraordinary shareholders' meeting, 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 shareholders' meeting includes the annual general meeting and extraordinary meetings.  
1. The annual general shareholders' meeting 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 shareholders' meeting 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, video-assisted, or via video conference 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 shareholders' meeting 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 the Audit Committee

- Article 15 The Company has 5 to 9 directors, and the term of office is three years. Directors are elected or re-elected by the shareholders' meeting 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 shareholders' meeting.
- 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 established 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 Company Act, the Securities and Exchange Act 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 its directors.
- Article 16 The Board of Directors consists of directors and the directors should attend the Board of Directors' meeting 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 is on leave or for any reason unable to exercise the powers of the 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 profit in the current year, it shall reserve 0.7% to 10% for the employee's remuneration and the directors and supervisors' remuneration shall not be more than 1%. 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 21-1 If the Company's annual final accounts have a earnings, it should first be reserved to pay taxes and cover the losses in the past, and then 10% should be reserved for the legal reserve. However, it is not limited to the legal 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 reserves. The remaining earnings and the undistributed earnings at the beginning of the period will be distributed upon the resolution of the shareholders' meeting 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 earnings distribution in cash shall not be less than 20% of the shareholders' dividends in the current year.
- Article 24 The directors and managers 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 These Articles was established 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 thirtieth 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\$219,456,690  
The total number of issued shares of the Company: 21,945,669 shares.
- II. The statutory shares of all directors: 2,633,480 shares
- III. As of the book closure date of the shareholders meeting, the shareholdings of all directors of the Company are as follows:

Book closure date: April 22, 2025

Position	Name	Elective Date	Term of office (year)	Number of shareholdings in the entries in the shareholders' roster as of the book closure date	Shareholding ratio
Chairman	Representative of Shenyang Investment Co., Ltd.: Hsieh, Hsien-Chih	2023.6.16	3	1,586,100	7.23%
Director	Representative of Shenyang Investment Co., Ltd.: Chang, Shih-Feng	2023.6.16	3	1,586,100	7.23%
Director	Representative of Yiyuan Investment Co., Ltd.: Liu, Tang-Kun	2023.6.16	3	362,359	1.65%
Director	HIS Hotel Holdings Co., Ltd. Representative: Xin, Kang-Yen	2023.6.16	3	11,192,291	51%
Independent director	Liu, Shui-Sheng	2023.6.16	3	0	0%
Independent director	Wu, Yi-Tsai	2023.6.16	3	0	0%
Independent director	Chang, Yu	2023.6.16	3	0	0%
Total shareholdings of all directors				13,140,750	59.88%