

Stock Code: 2739



MY HUMBLE HOUSE
HOSPITALITY MANAGEMENT
CONSULTING

寒舍餐旅管理顧問

My Humble House Hospitality Management
Consulting Co., Ltd.

2024 Annual Meeting of Shareholders

Meeting Handbook

Date: May 30, 2024

Location: B1, No. 12, Sec. 1, Zhongxiao E. Rd., Taipei City

(Cai Yi Hall, B1, Sheraton Grand Taipei Hotel)

Method: Physical Meeting

Table of Contents

	Page No.
I. Meeting Procedures	02
II. Meeting Agenda.....	03
1. Reports.....	04
2. Adoptions.....	06
3. Discussions.....	07
4. Questions and Motions.....	07
III. Attachments	
1. 2023 Business Report.....	08
2. 2023 Audit Committee's Review Report	10
3. Comparison Table of Amendments to the Rules of the Procedures for Board of Directors Meetings.....	11
4. Independent Auditors' Report and 2023 Financial Statements.....	12
5. 2023 Statement of Deficit Compensation.....	36
6. Comparison Table of Amendments to the Rules of the Procedure for Shareholder Meetings.....	37
IV. Appendices	
1. Rules of the Procedure for Shareholder Meetings (Before Amendment).....	43
2. Articles of Incorporation.....	54
3. Rules of the Procedure for Board of Directors Meetings (Before Amendment).....	64
4. Number of Shares Held by Directors.....	73

**My Humble House Hospitality Management
Consulting Co., Ltd.
Meeting Procedures**

- I. Call to Order**
- II. Chairman's Opening Address**
- III. Reports**
- IV. Adoptions**
- V. Discussions**
- VI. Questions and Motions**
- VII. Adjournment**

**My Humble House Hospitality
Management Consulting Co., Ltd.
2024 Meeting Agenda**

Time and Date: 9 AM, Thursday, May 30, 2024

Location: B1, No. 12, Sec. 1, Zhongxiao E. Rd., Taipei City
(Cai Yi Hall, B1, Sheraton Grand Taipei Hotel)

Method: Physical Meeting

- I. Call to Order (report on number of shares present)
- II. Chairman's Opening Address
- III. Reports
 - (I) 2023 Business Report
 - (II) Audit Committee's Review Report on 2023 Financial Statements
 - (III) Implementation Outcomes of Overall Business Plans
 - (IV) Amendments to the Rules of Procedure for Board of Directors Meetings
- IV. Adoptions
 - (I) 2023 Business Report and Financial Statements
 - (II) 2023 Statement of Deficit Compensation
- V. Discussions
 - (I) Amendment to the Rules of Procedure for Shareholder Meetings
- VI. Questions and Motions
- VII. Adjournment

Reports:

Report 1

Brief: 2023 Business Report.

Explanation: 2023 business report is on pages 8 and 9 in Attachment 1.

Report 2

Brief: Audit Committee's Review Report on the 2023 Financial Statements.

Explanation: The 2023 Audit Committee's Review Report is on page 10 in Attachment 2.

Report 3

Brief: Implementation Outcomes of Overall Business Plans.

Explanation: I. The shareholders' meeting on May 30, 2022 approved a capital reduction by NT\$200 million effective as per the Taiwan Stock Exchange Corporation's Tai-Zheng-Shang-I No. 1111802709 on June 23, 2022 and the Ministry of Economic Affairs Jing-Shou-Shang No. 11101121770 on July 11, 2022. New shares issued for the capital reduction were listed on the TWSE for trading on August 22, 2022, and the Company has completed relevant tasks.

II. The outcomes of business plans are as follows:

2023 Implementation Outcomes

Unit: NT \$thousands

	Actual		Estimated		Achieved
	Amount	%	Amount	%	%
Operating revenue	4,831,135	100	4,335,533	100	111
Gross Profit (Loss)	1,864,681	39	1,588,969	37	117
Operating expenses	(1,404,201)	(29)	(1,290,572)	(30)	109
Other income and expense	165,290	3	0	0	**
	Actual		Estimated		Achieved
	Amount	%	Amount	%	%
Net operating profit (loss)	625,770	13	298,397	7	210
Non-operating income and expenses	(152,549)	(3)	(183,479)	(4)	83
Net profit (loss) before tax	473,221	10	114,918	3	412

Net profit (loss) for the period	414,019	9	111,741	3	371
----------------------------------	---------	---	---------	---	-----

Report 4

Brief: Amendments to the Rules of Procedure for Board of Directors Meetings Board of Directors meetings meetings Meetings.

Explanation: These Rules were amended in accordance with applicable laws and regulations. The comparison table in on page 11 in Attachment 3.

Adoption:

1. Proposed by the Board

Proposal: Adoption of the 2023 Business Report and Financial Statements.

Explanation: I. The Board reached a resolution on 2023 business report, parent company only and consolidated financial statements, which were then reviewed by the Audit Committee in a report as per the Company Act and the Securities and Exchange Act. The financial statements have also been audited by PwC Taiwan accountants Tsung-Hsi Lai, and Ping-Chun Chih.

II. The 2023 Business Report is on pages 8 and 9 in attachment 1. The parent company only and consolidated financial statements are from pages 12 to 35 in Attachment 4.

Resolution:

2. Proposed by the Board

Proposal:: Adoption of the 2023 Statement of Deficit Compensation.

Explanation: 2023 net income after tax was NT \$414,018,836. A statement of deficit compensation was prepared as per Article 20 of the Articles of Incorporation on page 36 in Attachment 5.

Resolution:

Discussions:

1. **Proposed by the Board**
Proposal:: Amendment to the Rules of Procedure for Shareholder Meetings.
Please proceed to discuss.

Explanation: The Rules of Procedure for Shareholder Meetings are amended as per relevant regulations of the Taiwan Stock Exchange. The comparison table is from pages 37 to 42 in Attachment 6.

Resolution:

Questions and Motions:

Adjournment

My Humble House Hospitality Management Consulting Co., Ltd.

2023 Business Report

After experiencing the significant impacts on business and the hospitality industry during the pandemic from 2020 to 2022, the Company finally achieved regular operation and performance rebound in 2023.

Sheraton Taipei, Le Meridien Taipei, and Humble Boutique, the Company's 3 major metropolitan international business hotels in the prime area of Taipei, have experienced significant growth in room, food, beverage, and banquet revenue compared to the previous period, indicating a positive performance. Therefore, overall revenue and profit have exceeded pre-pandemic era at a record high. However, the leisure resort Mu Jiao Xi Hotel in Yilan has declined mainly attributed to the fact that national borders were closed during the pandemic, leading to a significant rise in demand for domestic vacation and leisure hotels. As the pandemic eased, domestic tourism demand has declined as the Taiwanese gradually resumed overseas travel.

1. The Company's 2023 business performance is as follows:

(I) Business Performance

1. Total revenue:

Compared to 2022, the Company's 2023 operating revenue totaled NT \$4,831,135 thousand with a 41.17% increase. Sheraton Taipei Hotel had NT \$2,617,799 thousand with a 47.70% increase. Le Meridien Taipei had NT \$1,390,114 thousand with a 47.64% increase. Mu Jiao Xi Hotel had NT \$606,979 thousand with a 1.61% increase. Taipei Humble Boutique Hotel had NT \$214,259 thousand with a 99.24% increase.

2. Guest rooms:

The Company's 2023 guest room revenue totaled NT \$1,881,468 thousand with a 71.89% increase. Sheraton Taipei Hotel had NT \$872,697 thousand with a 106.44% increase as well as a 70.13% occupancy rate with a 23.97% increase and average room rate at NT \$524 per NT4 with a 36.68% increase.

Le Meridien Taipei had NT \$487,827 thousand with a 107.40% increase as well as a 78.92% occupancy rate with an increase of 20.15% and average room rate at NT \$9,611 with a 54.29% increase.

Mu Jiao Xi Hotel had NT \$355,646 thousand with a 3.56% decrease as well as a 57.17% occupancy rate with a 4.91% decrease and average room rate at NT \$8,295 with a 4.27% increase.

Humble Boutique Hotel had NT \$165,298 thousand with a 143.69% increase as well as a 71.36% occupancy rate with a 14.57% increase and average room rate at NT \$5,182 with a 52.73% increase.

3. Food and Beverages:

Compared to 2022, the Company's 2023 food and beverage revenue totaled NT \$2,828,897 thousand, a 28.14% increase. Sheraton Taipei Hotel had NT \$1,675,980 thousand with a 31.33% increase; Le Meridien Taipei had NT \$884,749 thousand with a 28.01% increase. Mu Jiao Xi Hotel had NT \$225,002 thousand, a 10.34% increase. Taipei Humble Boutique Hotel had NT \$43,166 thousand with a 18.51% increase.

(II) Financial Reports

1. Net assets and liabilities:

For the year ended December 31, 2023, the Company's total assets were NT \$13,623,346 thousand, in which 91% were total liabilities at NT \$12,437,396 thousand. Total assets accounts for 9% of the NT \$1,185,950 thousand net worth.

2. Profit and loss:

For the year ended December 31, 2023, the Company's net operating income was NT \$625,770 thousand, net non-operating income was NT \$152,549 thousand, net profit after tax was NT \$414,019 thousand at 9% and earnings per share was NT \$4.52.

2. Business Plan and Prospects:

In response to changes in consumer behavior, labor shortages, and digital applications in the post-pandemic era, the Company has formulated relevant plans and strategies.

The Company's 2024 business plans and strategies are as follows:

1. Business marketing strategy

- Optimize revenue structure, re-examine marketing processes, and maximize guest room revenue in pricing, inventory management, and market segmentation.
- Increase transaction rate of international and domestic corporate clients by presenting sustainability, social responsibility, and eco-protection practices through ESG reports.
- Collaborate with Michelin chefs to enhance dining experience as well as form alliances with famous chefs from domestic and foreign markets and other industries on popular products to increase visibility.
- Carefully evaluate the expansion of new business locations and entrusted management.

2. Manpower planning

- To address regular labor shortage, we will adjust our recruitment strategy, optimize salary structure and employee benefits, foster industry-academia collaboration, and diversify our portfolio to reduce labor gaps and increase retention rate.

3. Digital applications

Overcome labor shortages, simplify work processes, and improve productivity with tech tools as well as establish a client database and analyze data with digital technology to improve products and service quality.

After the 3-year pandemic, tourism and business visits in Taiwan have gradually rebounded, exceeding 6.48 million in 2023. The Tourism Department estimates that it will surpass the pre-pandemic era in 2024 at 12 million. Looking ahead to the overall tourism industry, we anticipate growth in guest rooms, food and beverage, as well as banquet businesses as fueled by the substantial increase in inbound tourists, full recovery of airline flights, resumption of cross-strait tourism, and the boom in of domestic catering demand. We would like to express our sincere gratitude to all shareholders for their support and encouragement. All of us will continue to generate profit, fulfill CSR and sustainable development.

Chairman: Tsai, Po-Han

Managerial Officer: Tsai, Po-Han

Accounting Officer: Pan, Yu-Nung



MY HUMBLE HOUSE
HOSPITALITY MANAGEMENT
CONSULTING
寒舍餐旅管理顧問

Attachment 2

Audit Committee's Review Report

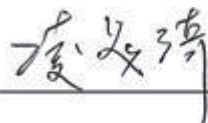
The Board of Directors meetings prepared and submitted the Company's 2023 Business Report, financial statements, and a statement of deficit compensation, which have been audited by PwC Taiwan accountants Chung-Hsi Lai and Ping-Chiun Chih, by whom an audit report has been issued. We have reviewed the above business report, financial statements, and statement of deficit compensation and confirmed that no misstatement was discovered. We hereby submit them for your review in accordance with Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act.

--

2024 Annual General Meeting

My Humble House Hospitality Management
Consulting Co., Ltd.

Ling, Mei-Chi, Convener of the Audit
Committee



March 8, 2024

Management Consulting Co., Ltd.

Table of Amendments to the Rules of the Procedure for Board of Directors Meetings

Article No.	After amendment	Before amendment	Reason for amendment
Article 8	<p>(Paragraphs 1-4 are omitted)</p> <p>If half of the directors are unable to attend the meeting, the chairman may announce that the meeting will be postponed on the same day, and the postponement shall be limited to two times. If the postponement is still insufficient for the second time, the chairman may re-convene the meeting in accordance with the procedures stipulated in Paragraph 2 of Article 3.</p> <p>(Paragraph 6 is omitted)</p>	<p>(Paragraphs 1-4 are omitted)</p> <p>If half of the directors are unable to attend the meeting, the chairman may announce the postponement of the meeting, and the postponement shall be limited to two times. If the postponement is still insufficient for the second time, the chairman may re-convene the meeting in accordance with the procedures stipulated in Paragraph 2 of Article 3.</p> <p>(Paragraph 6 is omitted)</p>	<p>In order to avoid controversy caused by the delay of the meeting time of the Board of Directors meetings, it is clearly stated that if the number of attendance is insufficient, the chairman may announce that the time limit for the postponed meeting is limited to that day.</p>
Article 11	<p>(Paragraph 1-3 are omitted)</p> <p><u>During the proceedings of the Board of Directors meetings, if the chairman cannot preside over the meeting for any reason or fails to announce Adjournment in accordance with the Paragraph 2, the election of his proxy shall be subject to the Paragraph 3 of Article 7.</u></p>	<p>(Paragraph 1-3 are omitted)</p>	<p>In consideration of the actual practice, when the chairman cannot preside over the meeting for some reason or fails to announce Adjournment as required, the fourth paragraph is added to avoid affecting the operation of the Board of Directors meetings; To appoint a proxy: Acting by the Vice Chairman, no Vice Chairman or Vice Chairman is also on leave or unable to exercise his/her powers for any reason, the Chairman shall appoint a managing director to act on his/her behalf; If there is no managing director, the appointment of</p> <p>If the Chairman does not appoint a deputy, the Managing Director or Director shall nominate one person to act as the proxy.</p>

Independent Auditors' Report

(2024) Tsai-Shen-Bao-Zi No. 23004371

To My Humble House Hospitality Management Consulting Co., Ltd.

Audit Opinion

We have audited the accompanying parent only financial statements of My Humble House Hospitality Management Consulting Co., Ltd. (the "Company"), which comprise the parent only balance sheets as from January 1 to December 31, 2023 and 2022, and the parent only statements of comprehensive income, changes in equity and cash flows for the years then ended, and the notes to the parent only financial statements, including a summary of significant accounting policies as from January 1 to December 31, 2023 and 2022.

In our opinion, the accompanying unconsolidated financial statements present fairly, in all material respects, the unconsolidated financial position of the Company as from January 1 to December 31, 2023 and 2022, and its unconsolidated financial performance and its unconsolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers of the Republic of China.

Basis for the Audit Opinion

We conducted our audits in accordance with the Regulation Governing Auditing and Certification of Financial Statements by Certified Public Accountants and auditing standards accepted in the R.O.C. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Unconsolidated Financial Statements section of our report. The auditors of the firm, subject to the independence regulations, have maintained independence from the Company in accordance with the Code of Ethics and perform other obligations of such Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the unconsolidated financial statements of the Company for the year ended December 31, 2023. These matters were addressed in the context of our audit of the unconsolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matters for the Company's unconsolidated financial statements for the year ended December 31, 2023 are stated as follows:

The accuracy of food service revenue and occupancy revenue

Description

The 2023 food service revenue and occupancy revenue were NT\$2,828,897 thousand and NT\$1,880,811 thousand, respectively, accounting for 58.58% and 38.95%, respectively of the total operating revenue. Please refer to Note 4 (27) in the parent company only financial statements for the accounting policy of the operating revenue; please refer to Note 6 (23) in the parent company only financial statements for the descriptions of accounting items.

The amount of food service revenue and occupancy revenue is huge. In addition, due to the industry nature, the sources of customers are business travelers, individual travelers, and groups. The unit price of products is low, and the number of sales is high, which results in huge transaction amount. As a result, the possibility of misstatement is higher, which may result in the material misstatement of the parent company only financial statements. Therefore, we regard the accuracy of food service revenue and occupancy revenue as one of the most significant audit matters in this year's audit.

Responding audit procedure

We have executed the following responding audit procedure on the aforementioned key audit items:

1. Understand and test the effectiveness of internal revenue control over the food service and occupancy, including to confirm the amount of the sales statement generated by the sales system is consistent with the credited amount.
2. Execute the confirmation test, which includes:
 - (1) Verify the accuracy of customer bills, invoice record, and credited amount.
 - (2) Verify the accuracy of the credited amount and the invoice amount.
 - (3) Verify the accuracy of the receivable record and the original credited amount.

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

Management is responsible for the preparation and fair presentation of the

unconsolidated financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers, and for necessary internal control as management determines is necessary to enable the preparation of unconsolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the unconsolidated financial statements, management is also 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.

Auditor's Responsibilities for the Audit of the unconsolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the unconsolidated financial statements as a whole 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 R.O.C. will always detect a material misstatement when it exists in the unconsolidated financial statements. Misstatements can arise from fraud or error. Misstatements are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the unconsolidated financial statements.

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

1. Identify and assess the risk of material misstatement of the unconsolidated financial statements due to fraud or error, design and adopt appropriate countermeasures for the risks assessed, and obtain sufficient and appropriate audit evidence in order to be used as the basis for the 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 control 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 internal control of the Company.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management level.
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 ability of the Company to continue as a going concern. In case where we consider that such events or circumstances have a material uncertainty, then relevant disclosure of the unconsolidated financial statements are required to be provided in our audit report to allow users of unconsolidated financial statements to be aware of such events or circumstances, 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 auditor's report. However, future events or conditions may cause My Humble House Hospitality Management Consulting Co., Ltd. to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the unconsolidated financial statements, including relevant notes, and whether the unconsolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient and appropriate audit evidence regarding the financial information of the entity of the Company, and express an opinion on unconsolidated financial statements. We handle the guidance, supervision and execution of the audit on the Group and are responsible for preparing the opinion for the parent company only financial statements.

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 the governance units with statements that we have complied with relevant matters that may reasonably be thought to bear on our independence, and we have also communicated with the governance units on all relationships and other matters (including relevant protective measures) that may be considered to affect the independence of auditors.

From the matters communicated with those charged with governance, we determine those matters that were of most significant in the audit of the Company's 2023 unconsolidated financial statements and are therefore the key audit matters. We describe these matters in our auditor's 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.

PricewaterhouseCoopers, Taiwan

Lai, Chung-Hsi

Certified Public Accountant

Chih, Ping-Chiun

Former Securities and Futures Bureau, Financial Supervisory
Commission, Executive Yuan

Approval number: Jin-Guan-Cheng-Liu-Zi No. 0960038033

Former Securities and Futures Commission, Ministry of Finance

Approval number: (1999) Tai-Tsai-Cheng (6) No. 16120

March 8, 2024

My Humble House Hospitality Management Consulting Co., Ltd.
Parent Company Only Balance Sheets
For the Years Ended December 31, 2023 and 2022

Unit: Amounts expressed in thousands of New Taiwan dollars

	Asset	Note	December 31, 2023		December 31, 2022	
			Amount	%	Amount	%
	Current asset					
1100	Cash and cash equivalents	VI (1)	\$ 351,053	3	\$ 201,238	1
1136	Financial assets at amortized cost – current	VI (3) and VIII	156,205	1	202,417	1
1150	Notes receivable, net	VI (4)	209	-	216	-
1170	Accounts receivable, net	VI (4)	130,864	1	70,149	1
1180	Net accounts receivable – related parties	VII	181	-	8,316	-
1200	Other receivables		2,746	-	725	-
1210	Other receivables – related parties	VII	3,061	-	4,836	-
1220	Current tax assets		334	-	105	-
130X	Inventories	VI (5)	83,573	1	83,261	1
1410	Prepayments		51,406	-	36,352	-
11XX	Total current asset		<u>779,632</u>	<u>6</u>	<u>607,615</u>	<u>4</u>
	Non-current assets					
1550	Investment accounted for using the equity method	VI (6)	585,297	4	352,253	2
1600	Property, plant and equipment	VI (7)	949,617	7	987,078	7
1755	Right-of-use asset	VI (8)	9,959,757	73	10,980,990	77
1760	Investment property, net	VI (10)	579,942	4	580,900	4
1780	Intangible asset	VI (11)	6,405	-	8,968	-
1840	Deferred tax assets	VI (30)	398,479	3	453,347	3
1900	Other non-current assets	VI (12)	359,642	3	381,017	3
15XX	Total non-current asset		<u>12,839,139</u>	<u>94</u>	<u>13,744,553</u>	<u>96</u>
1XXX	Total assets		<u>\$ 13,618,771</u>	<u>100</u>	<u>\$ 14,352,168</u>	<u>100</u>

(Continue on next page)

My Humble House Hospitality Management Consulting Co., Ltd.

Parent Company Only Balance Sheets

For the Years Ended December 31, 2023 and 2022

Unit: Amounts expressed in thousands of New Taiwan dollars

Liabilities and Equity		Note	December 31, 2023		December 31, 2022	
			Amount	%	Amount	%
Current liabilities						
2130	Contract liabilities – current	VI (23)	\$ 535,897	4	\$ 563,055	4
2150	Notes payable		3,691	-	102,784	1
2170	Accounts payable		206,222	1	202,625	1
2200	Other payables	VI (14)	554,519	4	557,528	4
2220	Other payables – related parties	VII	4,403	-	6,668	-
2280	Lease liabilities – current	VI (15)	996,418	7	959,858	7
2320	Long-term liabilities mature within one year or within one operating cycle	VI (16)	90,105	1	96,485	-
2399	Other current liabilities – others		10,808	-	14,072	-
21XX	Total current liabilities		2,402,063	17	2,503,075	17
Non-current liabilities						
2540	Long-term borrowings	VI (16)	119,718	1	233,827	2
2580	Lease liabilities – non-current	VI (15)	9,799,585	72	10,782,673	75
2600	Other non-current liabilities	VI (17) (18)	111,455	1	113,748	1
25XX	Total non-current liabilities		10,030,758	74	11,130,248	78
2XXX	Total Liabilities		12,432,821	91	13,633,323	95
Equity						
	Share capital	VI (19)				
3110	Common share		915,260	7	915,260	6
3120	Preferred share		100,000	1	100,000	1
	Capital surplus	VI (20)				
3200	Capital surplus		556,438	4	556,438	4
	Retained earnings	VI (21)				
3350	Accumulated deficit		(488,542)	(4)	(930,244)	(7)
	Other equities	VI (22)				
3400	Other equities		102,794	1	77,391	1
3XXX	Total equity		1,185,950	9	718,845	5
	Significant contingent liabilities and unrecognized commitments	IX				
3X2X	Total liabilities and equities		\$ 13,618,771	100	\$ 14,352,168	100

The attached notes are part of the parent company only financial statements. Please read them jointly.

My Humble House Hospitality Management Consulting Co., Ltd.
Parent Company Only Statement of Comprehensive Income
For the Years Ended December 31, 2023 and 2022

Unit: Amounts expressed in thousands of New Taiwan dollars
(NTD for earnings (loss) per share)

	Item	Note	2023		2022	
			Amount	%	Amount	%
4000	Operating income	VI (23) and VII	\$ 4,829,356	100	\$ 3,419,385	100
5000	Operating costs	VI (5) (28) (29) and VII	(2,967,339)	(61)	(2,573,052)	(75)
5900	Gross profit		<u>1,862,017</u>	<u>39</u>	<u>846,333</u>	<u>25</u>
	Operating expenses	VI (5) (28) (29) and VII				
6100	Selling expenses		(283,055)	(6)	(198,260)	(6)
6200	Administrative expenses		(1,119,702)	(23)	(1,008,704)	(30)
6000	Total operating expenses		(1,402,757)	(29)	(1,206,964)	(36)
6900	Operating profit (loss)		<u>459,260</u>	<u>10</u>	<u>(360,631)</u>	<u>(11)</u>
	Non-operating income and expense					
7100	Interest revenue	VI (3) (24)	2,385	-	2,500	-
7010	Other income	VI (25) and VII	32,827	-	41,118	1
7020	Other gains or losses	VI (2) (10) (12) (26)	(8,837)	-	4,055	-
7050	Financial costs	VI (8) (13) (27)	(198,098)	(4)	(212,757)	(6)
7070	Share of other profits/losses of subsidiaries, associated companies, and joint venture accounted for using equity method	VI (6)	181,193	4	86,284	3
7000	Total non-operating incomes and expenses		<u>9,470</u>	<u>-</u>	<u>(78,800)</u>	<u>(2)</u>
7900	Net (profit) loss before tax		<u>468,730</u>	<u>10</u>	<u>(439,431)</u>	<u>(13)</u>
7950	Tax (expenses) gains	VI (30)	(54,711)	(1)	101,368	3
8200	Net profit (loss) - current		<u>\$ 414,019</u>	<u>9</u>	<u>(\$ 338,063)</u>	<u>(10)</u>
	Other comprehensive (loss) profit					
	Items not reclassified subsequently to profit or loss					
8311	Remeasurement of defined benefit programs	VI (17)	\$ 469	-	\$ 4,568	-
8330	Share of other comprehensive profits/losses of subsidiaries, associated companies, and joint venture accounted for using equity method – Items not reclassified subsequently to profit or loss	VI (22)	52,711	1	51,482	2
8349	Income taxes related to the items not re-classified	VI (30)	(94)	-	(914)	-
8310	Total amount of items not reclassified subsequently to profit or loss		<u>53,086</u>	<u>1</u>	<u>55,136</u>	<u>2</u>
8300	Other comprehensive income (net amount)		<u>\$ 53,086</u>	<u>1</u>	<u>\$ 55,136</u>	<u>2</u>
8500	Total comprehensive income in the current period		<u>\$ 467,105</u>	<u>10</u>	<u>(\$ 282,927)</u>	<u>(8)</u>
	Earnings (loss) per share	VI (31)				
9750	Basic earnings (loss) per share		<u>\$ 4.52</u>	<u>(3.69)</u>		
9850	Diluted earnings (loss) per share		<u>\$ 4.52</u>	<u>(3.69)</u>		

The attached notes are part of the parent company only financial statements. Please read them jointly.

My Humble House Hospitality Management Consulting Co., Ltd.
Parent Company Only Statement of Changes in Equity
For the Years Ended December 31, 2023 and 2022

Unit: Amounts expressed in thousands of New Taiwan dollars

		Share capital				Unrealized income/(loss) of financial assets at fair value through other comprehensive income	
	Note	Common share	Preferred share	Capital surplus – Additional paid-in capital	Accumulated deficit		Total Equity
<u>2022</u>							
Balance at January 1, 2022		\$ 1,115,260	\$ -	\$ 456,438	(\$ 799,906)	\$ 29,980	\$ 801,772
Net loss		-	-	-	(338,063)	-	(338,063)
Other comprehensive income (loss)	VI (22)	-	-	-	3,654	51,482	55,136
Total comprehensive income (loss)		-	-	-	(344,409)	51,482	(282,927)
Capital reduction to offset accumulated deficits	VI (19)	(200,000)	-	-	200,000	-	-
Issue of preference share	VI (19)	-	100,000	100,000	-	-	200,000
Variation of associated companies accounted for using equity method	VI (22)	-	-	-	4,071	(4,071)	-
Balance as of December 31, 2022		<u>\$ 915,260</u>	<u>\$ 100,000</u>	<u>\$ 556,438</u>	<u>(\$ 930,244)</u>	<u>\$ 77,391</u>	<u>\$ 718,845</u>
<u>2023</u>							
Balance as of January 1, 2023		\$ 915,260	\$ 100,000	\$ 556,438	(\$ 930,244)	\$ 77,391	\$ 718,845
Net income		-	-	-	414,019	-	414,019
Other comprehensive income (loss)	VI (22)	-	-	-	375	52,711	53,086
Total comprehensive income (loss)		-	-	-	414,394	52,711	467,105
Variation of associated companies accounted for using equity method	VI (22)	-	-	-	27,308	(27,308)	-
Balance as of December 31, 2023		<u>\$ 915,260</u>	<u>\$ 100,000</u>	<u>\$ 556,438</u>	<u>(\$ 488,542)</u>	<u>\$ 102,794</u>	<u>\$ 1,185,950</u>

The attached notes are part of the parent company only financial statements. Please read them jointly.

My Humble House Hospitality Management Consulting Co., Ltd.
Unconsolidated Statement of Cash Flows
For the Years Ended December 31, 2023 and 2022

Unit: Amounts expressed in thousands of New Taiwan dollars

	Note	2023	2022
<u>Cash flows from operating activities</u>			
Profit (loss) before tax		\$ 468,730	(\$ 439,431)
Adjustment item			
Income/expenses items			
Depreciation expense	VI (7)(8)(10) (26)(28)	1,209,643	1,184,552
Amortization expenses	VI (11) (28)	2,887	2,679
Net gain on financial assets at fair value	VI (2)(26)	(442)	(26)
Interest expenses	VI (27)	198,080	212,748
Interest revenue	VI (24)	(2,356)	(2,482)
Share of other profits/losses of subsidiaries, associated companies, and joint venture accounted for using equity method	VI (6)	(181,193)	(86,284)
Net loss on disposal and discard of property, plant and equipment	VI (26)	858	987
Gain on disposal of office ornaments	VI (12) (26)	(3,220)	-
Office ornaments impairment loss	VI (12)(26)	10,359	-
Property, plant and equipment recognized as expenses		-	2
Other non-current assets recognized as expenses		-	1,238
Asset/liability variation related to operating activities			
Net asset variation related to operating activities			
Financial assets at FVTPL – current		442	26
Notes receivable, net		7	431
Accounts receivable, net		(60,715)	(26,110)
Net accounts receivable – related parties		8,135	(2,954)
Other receivables		(2,028)	260
Other receivables – related parties		1,775	(2,364)
Inventories		(312)	(4,991)
Prepayments		(15,054)	(3,483)
Net liability variation related to operating activities			
Contract liability		(27,158)	(59,601)
Notes payable		(5,712)	6,074
Accounts payable		3,597	5,744
Other payables		55,946	96,546
Other payables – related parties		(2,265)	3,382
Other current liabilities – others		(3,264)	2,039
Other non-current liabilities		(1,475)	(1,615)
Cash inflow provided by operating activities		1,655,265	887,367
Interest received		2,363	2,689
Dividends received		860	5,656
Interest paid		(209,767)	(203,284)
Income tax (paid) returned		(166)	8
Net cash inflow from operating activities		1,448,555	692,436

Continue on next page

My Humble House Hospitality Management Consulting Co., Ltd.
Unconsolidated Statement of Cash Flows
For the Years Ended December 31, 2023 and 2022

Unit: Amounts expressed in thousands of New Taiwan dollars

	Note	2023	2022
<u>Cash flows from investing activities</u>			
Increase in financial assets at amortized cost		(\$ 238,148)	(\$ 311,405)
Decrease in financial assets at amortized cost		284,360	349,492
Acquisition of property, plant and equipment	VI (32)	(97,583)	(122,793)
Proceeds from disposal of property, plant and equipment		586	52
Acquisition of intangible assets	VI (32)	(1,428)	(8,603)
Increase in refundable deposits		(4,797)	(488)
Decrease in refundable deposits		3,551	253
Proceeds from disposal of decorations	VI (32)	7,222	3,686
Increase in prepaid equipment amount		(950)	(1,555)
Net cash outflow from investment activities		(47,187)	(91,361)
<u>Cash flows from financing activities</u>			
Repayments of long-term borrowings	VI (33)	(120,489)	(19,688)
Increase in guarantee deposits received	VI (33)	13,301	9,805
Decrease in guarantee deposits received	VI (33)	(13,650)	(12,152)
Issuance of preferred share	VI (19)	-	200,000
Repaid principal of lease	VI (33)	(1,130,715)	(892,812)
Net cash outflow from financing activities		(1,251,553)	(714,847)
Increase (decrease) in current cash and cash equivalents		149,815	(113,772)
Cash and cash equivalents at the beginning of the year		201,238	315,010
Cash and cash equivalents at the end of the year		<u>\$ 351,053</u>	<u>\$ 201,238</u>

The attached notes are part of the parent company only financial statements. Please read them jointly.

My Humble House Hospitality Management Consulting Co., Ltd.

Representation Letter

We hereby declare that we have confirmed the companies which shall be included in the consolidated financial statements of the affiliates and the ones which shall be included in the consolidated financial statements in accordance with IFRS 10 are identical; the related information has been disclosed in consolidated financial statements and will hence not be included in consolidated financial statements of the affiliates for the year ended in 2023, (January 1–December 31, 2023) in accordance with “Criteria Governing Preparation of Affiliation Reports, Consolidated Business Reports and Consolidated Financial Statements of Affiliated Enterprises.”

Declared by

Name of the Company: My Humble House Hospitality
Management Consulting Co., Ltd.

Representative: Tsai, Po-Han

March 8, 2024

Independent Auditors' Report

(2024) Tsai-Shen-Bao-Zi No. 23004372

To My Humble House Hospitality Management Consulting Co., Ltd.

Audit Opinion

We have audited the accompanying consolidated financial statements of My Humble House Hospitality Management Consulting Co., Ltd. and its subsidiaries (the “Group”), which comprise the consolidated balance sheets as of from January 1 to December 31, 2023 and 2022, and the consolidated statements of comprehensive income, changes in equity and cash flows for the years then ended, and the notes to the consolidated financial statements, including a summary of significant accounting policies as of from January 1 to December 31, 2023 and 2022.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as of from January 1 to December 31, 2023 and 2022, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers of the Republic of China and the International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), interpretations (IFRS), and SIC interpretations endorsed and issued by the Financial Supervisory Commission (FSC).

Basis for the Audit Opinion

We conducted our audits in accordance with the Regulation Governing Auditing and Certification of Financial Statements by Certified Public Accountants and auditing standards accepted in the R.O.C. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. The auditors of the firm, subject to the independence regulations, have maintained independence from the Group in accordance with the Code of Ethics and perform other obligations of such Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the Group for the year 2023. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matters for the Group's consolidated financial statements for the year 2023 are stated as follows:

The accuracy of food service and occupancy revenue

Description

The 2023 food service revenue and occupancy revenue were NT\$2,828,897 thousand and NT\$1,880,811 thousand, respectively, accounted for 58.56% and 38.93%, respectively of the total consolidated operating revenue. Please refer to Note 4 (29) in the consolidated financial statements for the accounting policy of the operating revenue; please refer to Note 6 (23) in the consolidated financial statements for the descriptions of accounting items.

The amount of food service revenue and occupancy revenue is huge. In addition, due to the industry nature, the sources of customers are business travelers, individual travelers, and groups. The unit price of products is low, and the number of sales is high, which results in huge transaction amount. As a result, the possibility of misstatement is higher, which may result in the material misstatement of the consolidated financial statements. Therefore, we regard the accuracy of food service revenue and occupancy revenue as one of the most significant audit matters in this year's audit.

Responding audit procedure

We have executed the following responding audit procedure on the aforementioned key audit items:

1. Understand and test the effectiveness of internal revenue control over the food service and occupancy, including confirming the amount of the sales statement generated by the sales system is consistent with the credited amount.

2. Execute the confirmation test, which includes:
 - (1) Verify the accuracy of customer bills, invoice record, and credited amount.
 - (2) Verify the accuracy of the credited amount and the invoice amount.
 - (3) Verify the accuracy of the receivable record and the original credited amount.

Other Matters – Parent Company Only Financial Statements

My Humble House Hospitality Management Consulting Co., Ltd. has prepared the parent company only financial statements for 2023 and 2022, to which we have also issued an independent auditors' report with unqualified opinion along with the section on other matters and provided for reference.

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

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and the IFRS, IAS, IFRIC, and SIC endorsed and issued into effect by the Financial Supervisory Commission of the R.O.C., and for necessary internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the responsibilities of the management include assessing the Group'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 Group 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 Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole 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 R.O.C. will always detect a material misstatement when it exists in the consolidated financial statements. Misstatements can arise from fraud or error. Misstatements are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the consolidated financial statements.

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

1. Identify and assess the risk of material misstatement of the consolidated financial statements due to fraud or error, design and adopt appropriate countermeasures for the risks assessed, and obtain sufficient and appropriate audit evidence in order to be used as the basis for the 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 a necessary understanding of internal control concerning the inspection in order to design appropriate inspection procedures that are appropriate for the time being. The purpose, however, is not to effectively express opinions on the internal control of the Group.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management level.
4. According to the audit evidence obtained, evaluate the appropriateness of the continuous operation accounting basis and whether events or circumstances possibly generating material concerns on the continuous operation ability of the Group have significant

uncertainty, and provide conclusion thereto. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated 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 auditor's report. Nevertheless, future events or circumstances may cause the Group to have no ability for continuous operation.

5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including relevant notes, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient and appropriate audit evidence for the financial information of individual entities of the Group and provide opinion on the consolidated financial statements. We handle the guidance, supervision and execution of the audit on the Group and are responsible for preparing the opinion for the Group.

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 the governance units with statements that we have complied with relevant matters that may reasonably be thought to bear on our independence, and we have also communicated with the governance units on all relationships and other matters (including relevant protective measures) that may be considered to affect the independence of auditors.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Group's 2022 consolidated financial statements and are therefore the key audit matters. We describe these matters in our auditor's 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.

PricewaterhouseCoopers, Taiwan

Certified Public Accountant Lai, Chung-Hsi
Chih, Ping-Chiun

Former Securities and Futures Bureau, Financial Supervisory
Commission, Executive Yuan
Approval number: Jin-Guan-Cheng-Liu-Zi No. 0960038033
Former Securities and Futures Commission, Ministry of Finance
Approval number: (1999) Tai-Tsai-Cheng (6) No. 16120

March 8, 2024

My Humble House Hospitality Management Consulting Co., Ltd.
Consolidated Balance Sheet
December 31, 2023 and 2022

Unit: Amounts expressed in thousands of New Taiwan dollars

	Asset	Note	December 31, 2023		December 31, 2022	
			Amount	%	Amount	%
	Current asset					
1100	Cash and cash equivalents	VI (1)	\$ 366,845	3	\$ 205,676	1
1110	Financial assets at fair value – current	VI (2)	439,874	3	276,276	2
1136	Financial assets at amortized cost – current	VI (3) and VIII	156,205	1	212,687	1
1150	Notes receivable, net	VI (4)	209	-	216	-
1170	Accounts receivable, net	VI (4)	130,879	1	70,366	1
1180	Net accounts receivable – related parties	VII	181	-	8,182	-
1200	Other receivables		2,746	-	746	-
1210	Other receivables – related parties	VII	3,061	-	4,836	-
1220	Current tax assets		786	-	556	-
130X	Inventories	VI (5)	83,573	1	83,261	1
1410	Prepayments		51,503	-	36,925	-
11XX	Total current asset		<u>1,235,862</u>	<u>9</u>	<u>899,727</u>	<u>6</u>
	Non-current assets					
1550	Investment accounted for using the equity method	VI (6)	133,642	1	61,492	-
1600	Property, plant and equipment	VI (7)	949,617	7	987,078	7
1755	Right-of-use asset	VI (8)	9,959,757	73	10,980,990	77
1760	Investment property, net	VI (10)	579,942	4	580,900	4
1780	Intangible asset	VI (11)	6,405	-	8,968	-
1840	Deferred tax assets	VI (31)	398,479	3	453,347	3
1900	Other non-current assets	VI (12)	359,642	3	381,017	3
15XX	Total non-current asset		<u>12,387,484</u>	<u>91</u>	<u>13,453,792</u>	<u>94</u>
1XXX	Total assets		<u>\$ 13,623,346</u>	<u>100</u>	<u>\$ 14,353,519</u>	<u>100</u>

Continue on next page

My Humble House Hospitality Management Consulting Co., Ltd.
Consolidated Balance Sheet
December 31, 2023 and 2022

Unit: Amounts expressed in thousands of New Taiwan dollars

Liabilities and Equity			December 31, 2023		December 31, 2022	
			Amount	%	Amount	%
Current liabilities						
2130	Contract liabilities – current	VI (23)	\$ 535,897	4	\$ 563,055	4
2150	Notes payable		3,691	-	102,784	1
2170	Accounts payable		206,295	2	202,668	1
2200	Other payables	VI (14)	554,914	4	557,913	4
2220	Other payables – related parties	VII	4,204	-	6,508	-
2230	Current tax liabilities		4,471	-	1,248	-
2280	Lease liabilities – current	VI (15)	996,418	7	959,858	7
2320	Long-term liabilities mature within one year or within one operating cycle	VI (16)	90,105	1	96,485	-
2399	Other current liabilities – others		10,703	-	13,967	-
21XX	Total current liabilities		2,406,698	18	2,504,486	17
Non-current liabilities						
2540	Long-term borrowings	VI (16)	119,718	1	233,827	2
2580	Lease liabilities – non-current	VI (15)	9,799,585	72	10,782,673	75
2600	Other non-current liabilities	VI (17) (18)	111,395	-	113,688	1
25XX	Total non-current liabilities		10,030,698	73	11,130,188	78
2XXX	Total Liabilities		12,437,396	91	13,634,674	95
Equity						
Equity attributable to owners of the parent company						
	Share capital	VI (19)				
3110	Common share		915,260	7	915,260	6
3120	Preferred share		100,000	1	100,000	1
	Capital surplus	VI (20)				
3200	Capital surplus		556,438	4	556,438	4
	Retained earnings	VI (21)				
3350	Accumulated deficit		(488,542)	(4)	(930,244)	(7)
	Other equities	VI (22)				
3400	Other equities		102,794	1	77,391	1
31XX	Total equity attributable to owners of the parent company		1,185,950	9	718,845	5
3XXX	Total equity		1,185,950	9	718,845	5
	Significant contingent liabilities and unrecognized commitments	IX				
3X2X	Total liabilities and equities		\$ 13,623,346	100	\$ 14,353,519	100

The attached notes are part of the consolidated financial statements. please read them jointly.

My Humble House Hospitality Management Consulting Co., Ltd. and its subsidiaries
Consolidated Statement of Comprehensive Income
For the Years Ended December 31, 2023 and 2022

Unit: Amounts expressed in thousands of New Taiwan dollars
(NTD for earnings (loss) per share)

	Item	Note	2023		2022	
			Amount	%	Amount	%
4000	Operating income	VI (23) and VII	\$ 4,831,135	100	\$ 3,422,210	100
5000	Operating costs	VI (5) (29) (30) and VII	(2,966,454)	(61)	(2,572,118)	(75)
5900	Gross profit		1,864,681	39	850,092	25
	Operating expenses	VI (5) (29) (30) and VII				
6100	Selling expenses		(283,031)	(6)	(198,056)	(6)
6200	Administrative expenses		(1,121,170)	(23)	(1,012,062)	(30)
6000	Total operating expenses		(1,404,201)	(29)	(1,210,118)	(36)
6500	Net other incomes and expenses	VI (2)(24)	165,290	3	129,814	4
6900	Operating profit (loss)		625,770	13	(230,212)	(7)
	Non-operating income and expense					
7100	Interest revenue	VI (3) (25)	2,499	-	2,550	-
7010	Other income	VI (26) and VII	32,484	1	40,775	1
7020	Other gains or losses	VI (2) (10) (12) (27)	(8,832)	-	4,055	-
7050	Financial costs	VI (8) (13) (28)	(198,140)	(4)	(212,947)	(6)
7060	Share of other profits/losses of associated companies and joint venture accounted for using equity method	VI (6)	19,440	-	(42,149)	(1)
7000	Total non-operating incomes and expenses		(152,549)	(3)	(207,716)	(6)
7900	Net profit (loss) before tax		473,221	10	(437,928)	(13)
7950	Tax (expenses) gains	VI (31)	(59,202)	(1)	99,865	3
8200	Net profit (loss) current		\$ 414,019	9	\$ 338,063	(10)
	Other comprehensive gains (losses)					
	Items not reclassified subsequently to profit or loss					
8311	Remeasurement of defined benefit programs	VI (17)	\$ 469	-	\$ 4,568	-
8320	Share of other comprehensive profits/losses of associated companies and joint venture accounted for using equity method – Items not reclassified subsequently to profit or loss	VI (22)	52,711	1	51,482	2
8349	Income taxes related to the items not re-classified	VI (31)	(94)	-	(914)	-
8310	Total amount of items not reclassified subsequently to profit or loss		53,086	1	55,136	2
8300	Other comprehensive income (net amount)		\$ 53,086	1	\$ 55,136	2
8500	Total comprehensive income in the current period		\$ 467,105	10	(\$ 282,927)	(8)
	Net profit (loss) attributable to:					
8610	Owners of the parent company		\$ 414,019	9	(\$ 338,063)	(10)
	Total comprehensive income attributable to:					
8710	Owners of the parent company		\$ 467,105	10	(\$ 282,927)	(8)
	Earnings (loss) per share	VI (32)				
9750	Basic earnings (loss) per share		(\$ 4.52)		(\$ 3.69)	
9850	Diluted earnings (loss) per share		(\$ 4.52)		(\$ 3.69)	

The attached notes are part of the consolidated financial statements. please read them jointly.

My Humble House Hospitality Management Consulting Co., Ltd. and its subsidiaries
Consolidated Statement of Changes in Equity
For the Years Ended December 31, 2023 and 2022

Unit: Amounts expressed in thousands of New Taiwan dollars

		Equity attributable to owners of the parent company					
		Share capital				Unrealized income/(loss) on financial assets at fair value through other comprehensive income	
	Note	Common share	Preferred share	Capital surplus – Additional paid-in capital	Accumulated deficit		Total Equity
<u>2022</u>							
		\$ 1,115,260	\$ -	\$ 456,438	(\$ 799,906)	\$ 29,980	\$ 801,772
		-	-	-	(338,063)	-	(338,063)
	VI (22)	-	-	-	3,654	51,482	55,136
		-	-	-	(334,409)	51,482	(282,927)
	VI (19)	(200,000)	-	-	200,000	-	-
	VI (19)	-	100,000	100,000	-	-	200,000
	VI (22)	-	-	-	4,071	(4,071)	-
		\$ 915,260	\$ 100,000	\$ 556,438	(\$ 930,244)	\$ 77,391	\$ 718,845
<u>2023</u>							
		\$ 915,260	\$ 100,000	\$ 556,438	(\$ 930,244)	\$ 77,391	\$ 718,845
		-	-	-	414,019	-	414,019
	VI (22)	-	-	-	375	52,711	53,086
		-	-	-	414,394	52,711	467,105
	VI (22)	-	-	-	27,308	(27,308)	-
		\$ 915,260	\$ 100,000	\$ 556,438	(\$ 488,542)	\$ 102,794	\$ 1,185,950

The attached notes are part of the consolidated financial statements. please read them jointly.

My Humble House Hospitality Management Consulting Co., Ltd. and its subsidiaries
Consolidated Statement of Cash Flows
For the Years Ended December 31, 2023 and 2022

Unit: Amounts expressed in thousands of New Taiwan dollars

	Note	2023	2022
<u>Cash flows from operating activities</u>			
Profit (loss) before tax		\$ 473,221	(\$ 437,928)
Adjustment item			
Income/expenses items			
Depreciation expense	VI (7)(8)(10) (27)(29)	1,209,643	1,184,552
Amortization expenses	VI (11) (29)	2,887	2,679
Net gain on financial assets at fair value	VI (2)(24) (27)	(165,737)	(129,840)
Interest expenses	VI (28)	198,122	212,938
Interest revenue	VI (25)	(2,470)	(2,532)
Dividend revenue		(1,625)	(2,300)
Share of other profits/losses of associated companies and joint venture accounted for using equity method	VI (6)	(19,440)	42,149
Net loss on disposal and discard of property, plant and equipment	VI (27)	858	987
Gains on disposal of office ornaments	VI (12) (27)	(3,220)	-
Office ornaments impairment loss	VI (12) (27)	10,359	-
Property, plant and equipment recognized as expenses		-	2
Other non-current assets recognized as expenses		-	1,238
Asset/liability variation related to operating activities			
Net asset variation related to operating activities			
Financial assets at fair value – current		(1,082)	31,030
Notes receivable, net		7	431
Accounts receivable, net		(60,498)	(26,118)
Net accounts receivable – related parties		8,001	(2,909)
Other receivables		(2,028)	260
Other receivables – related parties		1,775	(2,364)
Inventories		(312)	(4,980)
Prepayments		(14,578)	(3,755)
Net liability variation related to operating activities			
Contract liability		(27,158)	(59,601)
Notes payable		(5,712)	6,074
Accounts payable		3,627	5,770
Other payables		55,956	96,696
Other payables – related parties		(2,304)	3,394
Other current liabilities		(3,264)	2,039
Other non-current liabilities		(1,475)	(1,615)
Cash inflow provided by operating activities		1,653,553	916,297
Interest received		2,498	2,720
Dividends received		4,831	8,050
Interest paid		(209,808)	(203,491)
Income tax paid		(1,435)	(1,479)
Net cash inflow from operating activities		1,449,639	722,097

Continue on next page

My Humble House Hospitality Management Consulting Co., Ltd. and its subsidiaries
Consolidated Statement of Cash Flows
For the Years Ended December 31, 2023 and 2022

Unit: Amounts expressed in thousands of New Taiwan dollars

	Note	2023	2022
<u>Cash flows from investing activities</u>			
Increase in financial assets at amortized cost		(\$ 323,148)	(\$ 321,675)
Decrease in financial assets at amortized cost		379,630	356,692
Acquisition of property, plant and equipment	VI (33)	(97,583)	(122,793)
Proceeds from disposal of property, plant and equipment		586	52
Acquisition of intangible assets	VI (33)	(1,428)	(8,603)
Increase in refundable deposits		(4,797)	(488)
Decrease in refundable deposits		3,551	253
Increase in prepaid equipment amount		(950)	(1,555)
Proceeds from disposal of decorations	VI (33)	7,222	3,686
Net cash outflow from investment activities		(36,917)	(94,431)
<u>Cash flows from financing activities</u>			
Decrease in short-term borrowings	VI (34)	-	(22,800)
Repayments of long-term borrowings	VI (34)	(120,489)	(19,688)
Increase in guarantee deposits received	VI (34)	13,301	9,805
Decrease in guarantee deposits received	VI (34)	(13,650)	(12,152)
Repaid principal of lease	VI (34)	(1,130,715)	(892,812)
Issuance of preferred share	VI (19)	-	200,000
Net cash outflow from financing activities		(1,251,553)	(737,647)
Increase (decrease) in current cash and cash equivalents		161,169	(109,981)
Cash and cash equivalents at the beginning of the year		205,676	315,657
Cash and cash equivalents at the end of the year		<u>\$ 366,845</u>	<u>\$ 205,676</u>

The attached notes are part of the consolidated financial statements. please read them jointly.

**My Humble House Hospitality
Management Consulting Co., Ltd.
Statement of Deficit Compensation
Year of 2023**

Unit: NT \$

Item	Amount
Deficit to be offset in the beginning of the period	(\$930,243,870)
Add: Actuarial gains and losses on 2023 defined benefit plan included in adjustment to retained earnings	375,091
Disposal of equity instruments at fair value through other comprehensive income by associates recognized using the equity method	27,307,919
Adjusted deficit to be offset	(902,560,860)
Add: Net income after tax for 2023	414,018,836
Deficit to be offset for this period	(488,542,024)
Deficit to be offset at the end of the period	(\$488,542,024)

Chairman: Tsai, Po-Han

Managerial Officer: Tsai, Po-Han

Accounting Officer: Pan, Yu-Nung

**My Humble House Hospitality
Management Consulting Co., Ltd.**

**Table of Amendments to the Rules of the Procedure for
Shareholder Meetings**

Article No.	After the amendment	Before amendment	Reason for amendment
Article III	<p>Unless otherwise provided by laws and regulations, the shareholders' meeting of the Company shall be convened by the Board of Directors meetings.</p> <p><u>When the Company convenes a shareholders' meeting via video conference, unless otherwise provided by Regulations Governing the Administration of Shareholder Services of Public Companies, it shall be specified in the Articles of Incorporation, and shall be specified by the Board of Directors meetings, Resolution. Moreover, the video conference shall be conducted by Resolution, which is attended by more than two-thirds of the directors of the Board of Directors meetings and approved by more than half of the directors present.</u></p> <p>(Paragraph 3 is omitted)</p> <p>The Company shall prepare and send the shareholders' meeting notice, power of attorney paper, the adoption, subject, and explanatory information to the Market Observation Post System 30 days before the regular shareholders' meeting or 15 days before the extraordinary shareholders' meeting. The Company shall send the shareholders' meeting handbook and supplementary information to Market Observation Post System 15 days before the regular shareholders' meeting or the extraordinary shareholders' meeting. <u>However, the Company's paid-in capital at the end of the most recent fiscal year has</u></p>	<p>Unless otherwise provided by laws and regulations, the shareholders' meeting of the Company shall be convened by the Board of Directors meetings.</p> <p><u>(Newly added)</u></p> <p>(Paragraph 3 is omitted)</p> <p>The Company shall prepare and send the shareholders' meeting notice, power of attorney paper, the adoption, subject, and explanatory information to the Market Observation Post System 30 days before the regular shareholders' meeting or 15 days before the extraordinary shareholders' meeting. The Company shall send the shareholders' meeting handbook and supplementary information to Market Observation Post System 15 days before the regular shareholders' meeting or the extraordinary shareholders' meeting.</p> <p>The shareholders' meeting handbook and supplementary information shall be prepared 15 days before the shareholders' meeting. The</p>	<p>1. As the Company holds a video conference shareholders meeting, shareholders can only participate in the meeting by video conference. There are more restrictions on shareholders Equity. In order to protect shareholders Equity, the Paragraph 2 is added.</p> <p>2. In response to the opening of public companies to hold shareholder meetings by video conference, the Company has physical shareholder meetings and holds shareholder meetings in different ways. To facilitate shareholders, whether they participate in physical</p>

Article No.	After the amendment	Before amendment	Reason for amendment
	<p><u>reached NT \$ten billion or more, or the foreign and Chinese investors' shareholding ratio recorded in the shareholders' meeting register in the most recent fiscal year is more than 30 percent total, the transmission of the aforementioned electronic files shall be completed 30 days before the shareholders' meeting.</u> The Company prepares the shareholders' meeting handbook and supplementary information 15 days before the shareholders' meeting, which are available to shareholders at any time and displayed in the Company and the professional stock affairs agency appointed by the Company.</p> <p><u>The Company shall provide the meeting handbook and supplementary information in the preceding paragraph to shareholders for reference on the day of the shareholders' meeting in the following manner:</u></p> <ol style="list-style-type: none"> <u>1. When a physical shareholders' meeting is convened, it should be distributed on-site.</u> <u>2. When holding a video conference to assist the shareholders' meeting, it shall be distributed on the site of the shareholders' meeting and transmitted to the video conference platform with electronic files.</u> <u>3. When holding a video shareholders' meeting, electronic files should be sent to the video conference platform.</u> <p>(Below is omitted)</p>	<p>shareholders can ask for access at any time, and the information shall be displayed in the Company and the professional stock affairs agency appointed by the Company, and shall be distributed on the site of the shareholders' meeting.</p> <p>(Below is omitted)</p>	<p>shareholder meetings or participate in shareholder meetings by video conference, they can refer to the shareholders' meeting handbook and supplementary information on the day of the shareholders' meeting, and update the paragraph 5.</p>
Article VI-1	<p><u>When the Company convenes a shareholders' meeting by video conference, the following matters shall be specified in the shareholders' meeting notice.</u></p> <ol style="list-style-type: none"> <u>1. Methods for shareholders to</u> 	<p><u>(Newly added)</u></p>	<p>In order to enable shareholders to understand the relevant rights and restrictions to participate in</p>

Article No.	After the amendment	Before amendment	Reason for amendment
	<p><u>participate in video conferences and exercise their rights.</u></p> <p>2. <u>The video conferencing platform or the method of processing barriers to participate in video conferencing due to natural disasters, events or force majeure of Other include at least the following:</u></p> <p>(1) <u>The continuing inability to rule out the time at which a postponement or postponement of a meeting may occur and the date on which a postponement or postponement takes place.</u></p> <p>(2) <u>Shareholders who have not registered to participate in the Original Shareholders' Meeting by video conference shall not participate in the postponement or renewal of the meeting.</u></p> <p>(3) <u>Convene a video conference to assist with shareholder meetings. If the video conference cannot be continued, the total number of shares present reached the statutory quota of the shareholders' meeting after deducting the number of shares present by video conference. The shareholders' meeting shall continue, and the number of shares present shall be included in the total number of shares of the shareholders present, and shall be deemed as having waived all the proposals of the shareholders' meeting.</u></p> <p>(4) <u>In the event that all resolutions have been announced, and Questions and Motions has not been carried out, the treatment shall be taken.</u></p> <p>3. <u>To convene a shareholdersout, the treatment shall be taken.nd hall be included in the total number of shares of the shareby</u></p>		<p>the shareholders' meeting before the shareholders' meeting, it is specified that the notice of the shareholders' meeting shall include the method of shareholders participating in the video conference and exercising the relevant rights, the processing method of the video conference platform or the barriers to participate in the video conference due to natural disasters, events or Other force majeure.</p>

Article No.	After the amendment	Before amendment	Reason for amendment
	<u>shareholders who have difficulties in participating in the shareholders' meeting via video conference. In addition to the circumstances specified in Article forty-four-9, Item 6 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the Company shall provide shareholders with at least the connection equipment and necessary assistance, and specify the period during which shareholders may apply to the Company and matters needing attention related to other.</u>		
Article VIII	(Paragraph 1-4 are omitted) <u>If the shareholders' meeting is held by video conference, the Company is advised to make audio and video recordings of the back-end operation interface of the video conference platform.</u>	(Paragraph 1-4 are omitted) (Newly added)	In order to preserve the relevant information of the video conference as much as possible, in addition to the third paragraph that the company should continuously record and video recordings of the video conference throughout the entire process, it is also advised to record the audio recordings of the back-end operation interface of the video conference. Since the synchronous recording of the screen requires a certain degree

Article No.	After the amendment	Before amendment	Reason for amendment
			of computer software and hardware equipment and information security, the company can set its Rules of Procedure for Shareholders Meetings according to the feasibility of the equipment conditions, and add the Paragraph 5.
Article XIII	<p>(Paragraphs 1-8 are omitted)</p> <p><u>The Company holds a shareholders' meeting via video conference. Shareholders participating in the meeting via video conference shall vote for each proposal and for the election of resolutions via the video conference platform after the chairman announces the meeting. The results shall be completed before the chairman announces the voting. Those who exceed the time shall be regarded as having abstained.</u></p>	<p>(Paragraph 1-8 are omitted)</p> <p>(Newly added)</p>	In order to allow sufficient time for shareholders to participate in the video conference, from the time when the chairman announces the meeting to the end of the announcement of the voting, a vote of each original proposal may be conducted. The counting operation shall be a one-time vote, and the time of voting by shareholders participating in the video conference shall be increased to Paragraph 9.
Article XXII	When the Company convenes a shareholders' meeting via video conference, it shall provide appropriate alternatives to shareholders who have difficulties	When the Company convenes a shareholders' meeting via video conference, it shall provide appropriate alternatives to shareholders who have difficulties	Amended in accordance with Article 6-1.

Article No.	After the amendment	Before amendment	Reason for amendment
	attending the shareholders' meeting by video conference. <u>In addition to the circumstances specified in Article 44-9, Item 6 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the Company shall provide shareholders with at least the connection equipment and necessary assistance, and specify the period during which shareholders may apply to the Company and matters needing attention related to other.</u>	attending the shareholders' meeting by video conference.	

**My Humble House Hospitality
Management Consulting Co., Ltd.
Rules of the Procedure for Board of Directors Meetings
(Before Amendment)**

- Article I To establish an excellent governance system for the Company's shareholders' meeting, improve the supervisory function, and strengthen the management function, these rules are formulated in accordance with Article 5 of Corporate Governance Best Practice Principles for TSEC/GTSM Listed Companies.
- Article II Unless otherwise provided by laws and regulations or the Articles of Association, the rules of procedure of the shareholders' meeting of the Company shall be in accordance with the provisions of these rules.
- Article III Unless otherwise provided by laws and regulations, the shareholders' meeting of the Company shall be convened by the Board of Directors meetings. Changes in the way shareholder meetings are required to be convened by the Board of Directors meetings, Resolution, and must be made no later than the time before the dispatch of the shareholders' meeting notice. The Company shall prepare and send the shareholders' meeting notice, power of attorney paper, the adoption, subject, and explanatory information to the Market Observation Post System 30 days before the regular shareholders' meeting or 15 days before the extraordinary shareholders' meeting. The Company shall send the shareholders' meeting handbook and supplementary information to Market Observation Post System 15 days before the regular shareholders' meeting or the extraordinary shareholders' meeting. The shareholders' meeting handbook and supplementary information shall be prepared 15 days before the shareholders' meeting. The shareholders can ask for access at any time, and the information shall be displayed in the Company and the professional stock affairs agency appointed by the Company and shall be distributed on the site of the shareholders' meeting. The notice and announcement shall specify the reasons for convening the meeting; Where a notice has been given with the consent of the counterparty, it may be given by electronic means. Matters with regard to the election or dismissal of directors, changes to the articles of association, capital reduction, application for suspension of public offering, permission for directors to engage in business competition, capitalization of retained earnings, capitalization of retained earnings, dissolution of the company, merger, division, or Company Act Article one hundred and eighty-five, Paragraph 1, Article 26-1, Article 43-6, Article 56-1, and Article 60-2

of Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be listed and explained in the subject of the convening, and shall not be proposed with Extempore Motion. The reason for convening the shareholders' meeting has stated the full re-election of directors and the date of taking office has been stated. After the election of the shareholders' meeting is completed, the date of taking office shall not be changed by Extempore Motion or Other. Shareholders holding more than one percent of the total number of issued shares may submit a written proposal to the Company for a general meeting of shareholders. However, if the proposal exceeds one proposal, it shall not be included in the proposal. However, in order to urge the company to promote public interests or fulfill social responsibilities, the Board of Directors meetings may still be included in the proposal. In addition, the Board of Directors meetings may not include a motion in any of the circumstances specified in Paragraph 4, Article one hundred and seventy-two of Company Act. The Company shall announce the acceptance of shareholders' proposals, written or electronic means of acceptance, the place of acceptance and the period of acceptance before the book closure date before the regular shareholders' meeting; The acceptance period shall not be less than ten days. Proposals submitted by shareholders shall be limited to 300 words, and those exceeding 300 words shall not be included in the motions; Proposing shareholders shall attend the general shareholders' meeting in person or by proxy and participate in the discussion of the proposal. The Company shall notify the shareholders of the proposals before the date of the notice of the shareholders' meeting of the results of the meeting and include the proposals in the notice of the meeting as specified in this Article. For shareholders' proposals that are not included in the proposal, the Board of Directors meetings shall explain the reasons for not being included in the shareholders' meeting.

Article IV Shareholders may at each shareholders' meeting issue a proxy statement printed by the Company, specifying the scope of authorization, and appoint a proxy to attend the shareholders' meeting.

A shareholder who issues a proxy statement may appoint one person to serve on the Company five (5) days before the shareholders' meeting is convened. If there are multiple proxies, the one served first shall prevail. Except for announcing the cancelation of previous appointment.

After the power of attorney has been delivered to the Company, if a shareholder intends to attend the shareholders' meeting in person or intends to exercise his voting rights in writing or electronically, he shall notify the Company in writing of the revocation of the power of attorney two days before the shareholders' meeting. In the event of a late revocation, the voting rights exercised by the entrusted representative shall prevail.

After the power of attorney has been served on the Company, if a shareholder wishes to attend the shareholders' meeting by video conference, he/she shall notify the Company in writing of the revocation of the power of attorney two days before the shareholders' meeting. In the event of a late revocation, the voting rights exercised by the entrusted representative shall prevail.

Article V The shareholders' meeting shall be held in the place where the Company is located or where the shareholders are convenient to attend and suitable for the shareholders' meeting. The time of the meeting shall not be earlier than 9: 00 a.m. or later than 3: 00 p.m. The place and time of the meeting shall fully consider the opinions of the independent directors. When the Company holds a video shareholders' meeting, it is not subject to the restrictions of the place of the meeting in the preceding paragraph.

Article VI The Company shall set out in the notice of meeting the time of acceptance of shareholders, solicitor, and agent (hereinafter referred to as "shareholders"), place of registration, and other precautions. Where a shareholders' meeting is convened by video conference, the method of shareholders' participation and exercise of rights, the processing method of the video conference platform or video conference due to force majeure, and the date of the postponed or adjourned meeting and Other precautions shall be recorded; If shareholders' meeting is convened via video conference, appropriate alternative measures for shareholders with difficulties in participating in video conference shall be noted. The time for accepting the shareholders' report in the preceding paragraph shall be at least 30 minutes before the commencement of the meeting; It should be clearly marked and assigned to suitable personnel to handle it; The video conference shall be reported 30 minutes before the start of the meeting on the video conference platform. Shareholders who complete the presentation shall be deemed as attending the meeting in person. Shareholders should attend the shareholders' meeting by providing their attendance certificates, attendance card or other attendance certificates. The Company shall not arbitrarily add requirements for providing other certification documents for shareholders' attendance certificates; The solicitor that is a solicitation of the power of attorney should bring along the identification document for verification. The Company shall establish a signature book for the attending shareholders to sign in, or the attending shareholders shall pay in lieu of the signature. The Company shall deliver the meeting handbook, annual report, attendance certificate, speech article, voting and other meeting materials to the shareholders present at the shareholders' meeting; If there are elected directors, the voting rights shall be attached. When the government or juristic person is a shareholder, representative s attending the shareholders' meeting shall not be

limited to one person. When a juristic person is entrusted to attend the shareholders' meeting, it may only appoint one person to attend the meeting on its behalf. If the shareholders' meeting is convened by video conference, the shareholders who intend to attend the meeting by video conference shall register with the Company two days before the meeting. If the shareholders' meeting is held by video conference, the Company shall upload the meeting handbook, annual report and relevant information of Other to the video conference platform at least 30 minutes before the meeting and continue to disclose it to the end of the meeting.

Article VII If the shareholders' meeting is convened by the Board of Directors meetings, the chairman shall be the chairman of the board. If the chairman is on leave or cannot exercise his/her power for any reason, the vice chairman shall act as the deputy, and if no vice chairman or vice chairman is on leave or cannot exercise his/her power for any reason, the chairman shall appoint a managing director to act on his/her behalf; If he does not have a managing director, he shall appoint one director to act as his proxy. If the chairman does not appoint a deputy, he shall be appointed by either the managing director or director to act as their proxy. The chairman is the managing director or acting director who has served for more than six months and understands the financial status of the company. If the chairman is an institutional director, representative, the same shall apply. For a shareholders' meeting called by the Board of Directors meetings, the chairman should personally preside over the meeting, and it is advisable that more than half of the directors of the Board of Directors meetings attend the meeting in person, and that at least one member of each functional committee attend as a representative. The attendance is recorded in the minutes of the shareholders' meeting. If the shareholders' meeting is convened by the requisition of other than the Board of Directors meetings, the chairman shall be served by such requisition, and if there are more than two persons in the conveners, one person shall be elected from each other. The Company may appoint a lawyer, accountant or relevant personnel to attend the shareholders' meeting.

Article VIII The Company shall continuously audio and video recording the shareholders' attendance process, the process of the meeting, and the voting counting process from the time of receiving the shareholders' registration. The audio/video data in the preceding paragraph should be kept for at least one year. However, if a shareholder files a litigation in accordance with Article one hundred and eighty-nine of Company Act, the case shall be preserved until the end of litigation. If the shareholders' meeting is held by video conference, the Company shall record and keep records of the registration, registration, attendance, inquiry, voting and the Company's counting results of the shareholders,

and continuously record and copy the video conference throughout the period. The Company shall keep the audio recordings properly during the survival period and provide the recordings to the person who is entrusted to handle the video conference affairs for preservation.

Article IX The attendance of the shareholders' meeting shall be calculated on the basis of shares. The number of shares present is calculated based on the number of shares submitted by the signature book or paid card and video conference platform, plus the number of shares exercised voting rights in writing or electronically. When a meeting is held, the chairman shall immediately announce the meeting, and at the same time announce information such as non-voting rights and attendance of shares. However, if shareholders do not represent more than half of the total number of issued shares present, the chairman may declare the meeting to be postponed, and the postponement shall be limited to two times, and the postponement time shall not be more than one hour in total. Where, for the second time, a meeting is postponed as announced by the Chairman if the meeting is not attended by shareholders representing more than one-third of the total number of issued shares; If the shareholders' meeting is held by video conference, the Company shall announce the video conference on the platform of the shareholders' meeting. Where shareholders representing more than one-third of the total number of issued shares attend the meeting due to the delay of the second time still insufficient amount in the preceding paragraph, it shall be subject to the provisions of paragraph 1 of Article one hundred and seventy-five of Company Act as a leave Resolution, and shall notify the shareholders of Resolution to convene a general meeting within one month; Shareholders who intend to attend the shareholders' meeting by video conference shall re-register with the Company in accordance with article 6. Before the end of the current meeting, if the number of shares represented by the shareholders present reaches more than half of the total number of issued shares, the chairman may take a false Resolution and re-submit it to the shareholders' meeting for voting in accordance with article 174 of Company Act.

Article X If the shareholders' meeting is convened by the Board of Directors meetings, the agenda shall be determined by the Board of Directors meetings. The relevant proposals (including Extempore Motion and the amendments to the original proposals) shall be voted on a case-by-case basis. The meeting shall be conducted in accordance with the scheduled agenda and shall not be changed without the shareholders' meeting resolution. If the shareholders' meeting is convened by the persons other than the Board of Directors meetings of Other, the provisions of the preceding paragraph shall apply. Until the meeting (including Extempore Motion) is concluded, the Chairman shall not announce Adjournment without Resolution. If the chairman violates

the rules of procedure and announces Adjournment, members of the Board of Directors meetings Other shall promptly assist the attending shareholders in accordance with legal procedures, and the voting rights of the attending shareholders shall agree to elect one person as the chairman to continue the meeting. The chairman should give sufficient explanation and discussion opportunities for proposals and amendments proposed by shareholders or Extempore Motion. When the chairman believes that it has reached the level of voting that can be paid, he may announce to stop the discussion, submit a vote, and arrange appropriate voting time.

Article XI Prior to any shareholder making a statement, the chair shall specify the subject matter of the statement, the shareholder's account number (or attendance number) and the name of the account. Any shareholder who has not yet spoken shall be deemed to have not spoken. If the content of the speech is inconsistent with the content of the speech article, the content of the speech shall prevail. Each shareholder's speech on the same motion shall not exceed two times without the consent of the chairman, and each time shall not exceed five minutes, provided that the shareholder's speech violates the regulations or exceeds the scope of the issue, and the chairman shall stop the speech. When attending the shareholder's speech, except with the consent of the Chairman and the shareholder who speaks, the shareholder of Other shall not interfere with the speech, and the Chairman shall be restrained from the violation. When a corporate shareholder appoints a representative of more than two persons to attend the shareholders' meeting, the same motion may only be proposed by one person to speak. After the shareholder making the statement, the chairman may reply in person or appoint relevant personnel. Where a shareholders' meeting is held by video conference, shareholders participating in the meeting may raise questions by text on the video conference platform after the chairman announces the meeting and before the announcement of Adjournment. The number of questions for each motion shall not exceed two, and the number of questions for each motion shall be limited to 200 words, and the provisions of Articles 1 to 5 shall not apply. If a question in the preceding paragraph does not violate the regulations or does not exceed the scope of the motion, the question shall be disclosed on the video conference platform of the shareholders' meeting to be known.

Article XII Voting at the shareholders' meeting shall be based on shares. The number of shares of non-voting shareholders held by Resolution shall not be counted into the total number of issued shares. When a shareholder has a personal interest in a matter to be considered at a meeting that is likely to prejudice the interest of the Company, such shareholder shall not participate in voting and shall not exercise voting rights on behalf of other shareholders. The number of shares

that may not exercise voting rights in the preceding paragraph shall not be counted into the number of voting rights of shareholders present. Except for the trust business or the stock affairs agency approved by the securities regulatory authority, when one person is entrusted by more than two shareholders at the same time, the proxy voting rights shall not exceed three percent of the voting rights of the total number of issued shares, and the exceeding voting rights will not be calculated.

Article XIII Each share has one voting right; The same does not apply, however, in cases where the person is restricted or does not have voting rights as provided in Paragraph 2, Article one hundred and seventy-nine of Company Act. When the shareholders' meeting is held after the listing of the Company's shares, it shall adopt electronic means and may exercise its voting rights in writing; When voting rights are exercised by correspondence or electronic means, the method of exercise shall be specified in the shareholders' meeting notice. Shareholders who exercise their voting rights in writing or electronically are deemed to have attended the shareholders' meeting in person. However, the Company shall be deemed to have waived the rights with respect to Extempore Motion and amendments to original proposals of that meeting. Therefore, the Company is advised not to propose amendments to Extempore Motion and original proposals. Where the voting power is exercised in writing or electronically in the preceding paragraph, the declaration of intention thereof shall be served to the Company two days before the meeting of the shareholders' meeting. Where the declaration of intention is repeated, the one served first shall prevail. However, those who express their intentions before the declaration of revocation are not subject to this limitation. After a shareholder has exercised voting rights in writing or electronically, if he or she intends to attend the shareholders' meeting in person or by video conferencing, he or she shall revoke the expression of intent for exercising voting rights in the preceding paragraph in the same manner as that for exercising voting rights two days before the shareholders' meeting. In case of overdue revocation, the voting rights exercised in writing or electronically shall prevail. If a proxy is appointed to attend the shareholders' meeting in writing or electronically, the voting right exercised by the proxy shall prevail. Except as otherwise provided by Company Act and this Articles of Incorporation, the resolution is passed by a majority of the voting rights of the shareholders present. When voting, the chairman of subject or his designated person shall announce the total number of voting rights of the shareholders present, and the shareholders shall vote on a case-by-case basis, and the results of the shareholders' consent, objection and abstention shall be entered into Market Observation Post System on the day after the shareholders' meeting.

Where there is an amendment or substitution in the same motion, the chairperson shall resolve the order in which he voted in the same motion. If one of the proposals is passed, the other proposal will be considered as veto and will not be required to vote again. The scrutineer and vote-taking personnel shall be appointed by the Chairman, but the scrutineer shall be a shareholder. The counting of votes at a shareholders' meeting or on a proposal for election shall be conducted in a public place at the venue of the shareholders' meeting, and upon completion of the counting of the votes, the voting results shall be announced on the spot, including the number of votes counted, and recorded. If a shareholders' meeting is held by video conference, it shall be counted as a one-time vote after the chairman announces the closing of the vote and announce the voting and election results. When the Company convenes a shareholders' meeting, the shareholders who have registered by video conference in accordance with the provisions of Article 6 of the Articles of Incorporation and who wish to attend the physical shareholders' meeting in person, the registration shall be revoked in the same manner as the registration two days before the shareholders' meeting. If the overdue is revoked, only the meeting can be attended by video conference. When voting rights are exercised in writing or electronically, without revoking their declarations of intention, and participating in the shareholders' meeting by video conferencing, except for Extempore Motion, they shall not exercise voting rights on the original proposal or propose amendments to the original proposal or exercise voting rights on the amendments to the original proposal.

Article XIV The shareholders' meeting shall elect directors in accordance with the relevant election regulations established by the Company, and shall announce the election results on the spot, including the list of elected directors and their number of votes, the list of elected directors and their election rights. The ballots cast for the purpose of the election in the preceding paragraph shall be sealed and signed by the scrutineer and kept in safe custody for at least one year. However, if a shareholder files a litigation in accordance with Article one hundred and eighty-nine of Company Act, the case shall be preserved until the end of litigation.

Article XV The resolutions of the shareholders' meeting shall be made into minutes of the meeting, which shall be signed or sealed by the chairperson and distributed to the shareholders within 20 days after the meeting. The production and distribution of meeting minutes may be made electronically. The distribution of the aforementioned meeting minutes may be entered in the form of an announcement made by Market Observation Post System. The minutes of the meeting shall be recorded in accordance with the year, month, day, place, name of the chairman, Resolution method, agenda items and

voting results (including the number of votes). If there is election of directors, the number of votes received by each candidate shall be disclosed. During the continuance of the Company, it shall be preserved permanently. If the shareholders' meeting is convened by video conference, the minutes shall record the time and date of the shareholders' meeting, the manner of the meeting, the name of the chairman and the minutes, the appropriate alternative measures for shareholders who have difficulties in participating in the shareholders' meeting by video conference, and the treatment and handling of the obstacles caused by force majeure.

Article XVI The number of shares obtained by the solicitor, the number of shares represented by the proxy and the number of shares attended by shareholders in writing or electronically shall be clearly disclosed by the Company on the date of the shareholders' meeting in accordance with the statistical table in the prescribed format on the shareholders' meeting venue; If the shareholders' meeting is held by video conference, the Company shall upload the aforementioned information to the video conference platform at least 30 minutes prior to the commencement of the meeting and continue to disclose it to the end of the meeting. When the Company convenes a shareholders' meeting via video conference, it shall disclose the shareholders' attendance rights on the video conference platform. If there is another count of attendance in the meeting, the same shall apply. If there is any material information required by laws and regulations or Taiwan Stock Exchange Corporation (Taipei Exchange), the Company shall transmit the content to Market Observation Post System within the prescribed time.

Article XVII The accounting personnel handling the shareholders' meeting shall wear a identification card or a armband. The chairman may direct the inspectors or security personnel to assist in maintaining the order of the venue. Supervisors or security personnel shall wear a “correction” armband or identification card when they assist in maintaining order in their presence. Where the venue is equipped with amplifier equipment, the Chairman shall stop the shareholder from speaking on the equipment not deployed by the Company. Where a shareholder violates the rules of procedure and fails to obey the chairman's correction, which prevents the conduct of the meeting and prevents the violation, the chairman may direct the supervisor or security officer to leave the meeting.

Article XVIII In the event of irresistible circumstances, the chairman may decide to suspend the meeting temporarily and announce the date of adjournment as appropriate. Until the meeting (including Extempore Motion) is concluded, the venue of the meeting cannot be used at that time, and the shareholders' meeting may find another venue to continue the meeting. According to Article one hundred and eighty-

two of Company Act, the shareholders' meeting may be postponed or adjourned within five days for Resolution.

Article XIX If a shareholders' meeting is held via video conference, the Company shall immediately disclose the voting results and election results of each proposal on the video conference platform after the voting is completed in accordance with the regulations and shall continue to disclose them at least 15 minutes after the chairman announces Adjournment.

Article XX When the Company holds a video shareholders' meeting, the chairman and recorder shall be at the same place in the country and the chairman shall announce the address of the place at the meeting.

Article XXI In the event that the shareholders' meeting is held via video conference, the Company may provide the shareholders with a simple connection test before the meeting and provide the relevant services immediately before and during the meeting to assist with the technical issues of communication. If the shareholders' meeting is held by video conference, the chairman shall announce at the time of the announcement of the meeting, in addition to the circumstances set forth in Article forty-four-20 of Regulations Governing the Administration of Shareholder Services of Public Companies that do not require postponement or adjournment of the meeting, before the chairman announces Adjournment, due to force majeure, there are obstacles to the video conference platform or participation by video conference, and when it lasts for more than 30 minutes, the provisions of Article one hundred and eighty-two of Company Act shall not apply to the date of the postponement or adjournment of the shareholders' meeting. When the shareholders' meeting is postponed or the meeting is adjourned in accordance with the provisions of the preceding paragraph, there is no need to re-discuss and Resolution for proposals that have been voted and counted and announce the voting results or the list of elected directors and supervisors. The Company may postpone or postpone the meeting in accordance with Paragraph 2, Article forty-four-20 of Regulations Governing the Administration of Shareholder Services of Public Companies, which stipulates that the date of the original shareholders' meeting and the provisions of each article shall be subject to relevant pre-procedures, and shareholders whose names appear on the register of shareholders whose transfer is suspended shall be entitled to attend the shareholders' meeting. The Company shall postpone the date of the shareholders' meeting or postpone the date of the meeting in accordance with the second paragraph of Article 12, the period specified in the third paragraph of Article 13, the fifth paragraph of Article forty-four, the 15th paragraph of Article forty-four, and the first paragraph of Article forty-four of Regulations Governing the Administration of Shareholder Services of Public Companies. The Company holds a video conference to assist

the shareholders' meeting. In the event of the second inability to renew the video conference, if the total number of shares present still reaches the statutory quota of the shareholders' meeting Resolution after deducting the number of shares present in the video conference, the shareholders' meeting may continue without the need to postpone or postpone the adjourned meeting in accordance with the second paragraph. When the Company convenes a shareholders' meeting via video conference, it shall provide appropriate alternatives to shareholders who have difficulties attending the shareholders' meeting by video conference.

Article XXII The Rules shall come into effect after being approved by the shareholders' meeting. The same shall apply upon any amendment.

**My Humble House Hospitality
Management Consulting Co., Ltd.
Articles of Incorporation**

Chapter 1 General Provisions

- Article I The Company is incorporated in accordance with the Company Act and named 寒舍餐旅管理顧問股份有限公司; its English name is My Humble House Hospitality Management Consulting Co., Ltd.
- Article II The Company's business scope is as follows:
1. C103050 Manufacturing of Canning, Freezing, Dehydration, Pickled Food
 2. C104020 Manufacture of Bakery and Steam Products
 3. C199030 Instant Meal Box Food Manufacturing
 4. C199990 Manufacturer of Other Food Products Not Elsewhere Classified
 5. F203010 Retail sale of Food, Grocery and Beverage
 6. F299990 Retail Sale of Other Products
 7. F301020 Supermarkets
 8. F399010 Convenience Stores
 9. F399040 Retail Sale No Storefront
 10. F399990 Retail Sale of Other Integrated
 11. F501030 Beverage Shops
 12. F501050 Bars
 13. F501060 Restaurants
 14. F501990 Other Catering (Catering & Bando)
 15. G202010 Parking Area Operators
 16. I103060 Management Consulting
 17. I301040 The Third Party Payment
 18. J601010 Arts and Literature Services
 19. J901011 Tourist Hotel
 20. J901020 Regular Hotel
 21. ZZ99999 All business activities that are not prohibited or restricted by law, except those that are subject to special approval.
- Article II-I The Company may provide guarantees to external parties for Business

Needs.

Article III The Company is headquartered in Taipei City and may establish branches at home or abroad when necessary by the resolution of the Board of Directors meetings.

Article IV Deleted.

Chapter II Shares

Article V The Company's authorized capital is NT\$2 billion consisting of 200 million shares. The par value of each share is NT\$10. The Board of Directors meetings is delegated to issue such shares in tranches depending on actual needs, and the unissued shares may be issued as ordinary shares or preference shares in tranches depending on the Company's business needs.

Article V-I The Company may issue preference shares. The rights and obligations and other important issuance conditions are as follows:

1. Where the Company makes a profit for a fiscal year, the profit shall be first used for paying taxes, offsetting a cumulative deficit, providing a legal reserve in accordance with laws, providing or reversing a special reserve in accordance with laws or the competent authority's regulations, and then any remaining profit, shall be prioritized for the distribution of dividends for the above preference shares for the year.
2. Preferred dividends shall not exceed the annual rate of interest of 5% and be calculated at the issue price per share. The dividends may be paid out in cash once per year. The Board of Directors meetings or the Chairman delegated by resolution of the Board of Directors meetings shall set a record date to pay out the dividends that may be paid out for the prior year. The amounts of dividends paid out in the year of issuance and the year of redemption shall be calculated based on the number of days in which such shares have been issued during said years.
3. The Company has the discretion to distribute preferred dividends. If the Company has no earnings or insufficient earnings based on the annual financial statements to distribute preferred dividends, or the Board of Directors meetings resolves a decision not to distribute preferred dividends based on other necessary considerations, it does not constitute a cause of breach of contract, and preferred shareholders shall not voice any objection. Preference shares are non-cumulative,

and in the case of a resolution adopted not to distribute dividends or insufficient dividends, such dividends shall not be accumulated and deferred for payment in a subsequent year where there are earnings.

4. In addition to receiving the dividends mentioned in this article, paragraph 1, subparagraph 2, preferred shareholders shall not participate in the distribution of cash from earnings or capital surplus or capitalization for ordinary shares.
5. Preference shares cannot be converted into ordinary shares.
6. As for the distribution of the Company's remaining assets, preferred shareholders are placed before ordinary shareholders and in the same order as shareholders of various preference shares issued by the Company, while being placed after general creditors. However, the distribution shall not exceed the amount of issued and outstanding preference shares calculated at the issue price upon distribution.
7. Preferred shareholders do not have voting rights and the right to be elected at the shareholders' meeting of ordinary shares but have the right to vote at the preferred shareholders' meeting or matters involving preferred shareholders' rights and obligations.
8. There is no maturity date for preference shares, and the preferred shareholders shall not request the Company to redeem the preference shares they hold. However, the Company may redeem all or part of the preference shares at any time from the day following the end of the two year after issuance at the initial issue price. The rights and obligations of the issuance conditions under this article shall continue for the preference shares not yet redeemed. In the year when preference shares are redeemed, if the Company resolves a decision to pay out dividends, the dividends payable as of the date of redemption shall be calculated based on the number of days in which said shares have been issued during the year.
9. The capital surplus from the preference shares (additional paid-in capital) shall not be used to increase the capital during the issuance period of the preference shares except to offset a deficit.
The name, issue date, and specific issuance conditions of preference shares shall be determined by the Board of Directors meetings as delegated depending on the conditions of the capital market and investors' willingness to subscribe at the time of issuance in accordance with the Articles of Incorporation and applicable laws and regulations.

Article VI The total amount of investments in external entities made by the Company is not subject to the restriction that the total amount of investments made by a company shall not exceed 40% of its paid-in

capital.

- Article VII The Company's shares are all registered and are issued after being signed or sealed by the director(s) representing the Company and then certified by a bank that is competent to serve as a certifying and attesting institution for the issuance of share certificates as per laws. The Company may be exempted from printing stock certificates and shall register with the centralized securities depository enterprise when issuing shares.
- Article VIII The change of name and transfer of share ownership shall be suspended 60 days before an annual general shareholders' meeting, 30 days before an extraordinary shareholders' meeting, or within five days before the Company decides to pay out dividends, bonuses, or other benefits.
- Article VIII-I The Company's shareholder service shall be handled in accordance with the Regulations Governing the Administration of Shareholder Services of Public Companies after its shares are publicly offered, unless otherwise provided by laws and regulations.

Chapter III Shareholder Meetings

- Article IX The Company's shareholder meetings are divided into the following two types. The annual general shareholders' meeting that shall be convened within six months after the end of each fiscal year. The extraordinary shareholders' meeting shall be held when necessary.
- Article IX-I At least 30 days before convening an annual general shareholders' meeting or 15 days before convening an extraordinary shareholders' meeting, the Company shall notify all shareholders of the meeting date, location, and reason for convening the meeting. For shareholders, each holding fewer than 1,000 registered shares, said notification may be conducted through an announcement.

- Article IX-II The Company may convene a shareholders' meeting by video conference or in other methods as announced by the central competent authority.
- Article X Any shareholder who is unable to attend a shareholders' meeting for a specific reason may appoint a proxy to attend the meeting by presenting a proxy form printed by the Company and signed or sealed by the shareholder, indicating the scope of the authorization therein. Unless otherwise provided by Article 177 of the Company Act or Article 25-1 of the Securities and Exchange Act, the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies promulgated by the competent authority shall prevail.
- Article XI The Company's shareholders shall be entitled to one vote for each share held, unless otherwise provided by the Company Act.
- Article XII Resolutions at a shareholders' meeting shall, unless otherwise provided by the Company Act, be adopted by the shareholders, representing more than half of the voting rights at the meeting attended by shareholders representing more than half of the total number of issued shares. Where the Company's stock is listed on TWSE for trading, when a shareholders' meeting is held, shareholders may exercise their voting rights in writing or by electronic means, and the methods of exercising their voting rights shall be specified in the shareholders' meeting notice.
- Article XII-I Matters relating to the resolutions by a shareholders' meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chair of the meeting and a copy distributed to each shareholder within 20 days after the conclusion of the meeting. The meeting minutes may be produced and distributed in electronic form. Said distribution may be effected through an announcement.
- Article XII-II If the Company intends to cancel the public offering, it shall be approved by supermajority resolution of a shareholders' meeting before the Company files an application to the competent authority. This provision shall not be changed when the Company's shares are listed on TWSE.

Chapter IV Directors

Article XIII The Company shall have seven to twelve directorships on the board. The term of office is three years. The shareholders' meeting shall elect such directors from a list of candidates with a legal capacity, and they can be re-elected.

Of said number of the directors in the preceding paragraph, the number of independent directors shall not be fewer than three and shall not be fewer than one-fifth of the total directorships.

The shareholders' meeting shall elect such directors from a list of candidates through a candidate nomination system under Article 192-1 of the Company Act. The methods of accepting the nomination for director candidates and relevant matters, such as announcements, shall be handled in accordance with the Company Act, the Securities and Exchange Act, and other applicable laws and regulations. Independent directors and non-independent directors shall be elected together and the number of elected directorships shall be counted separately. Independent directors' professional qualifications, shareholdings, nomination and election methods, as well as the restrictions on the positions held by them concurrently and other matters to be followed shall be handled in accordance with the regulations stipulated by the competent securities authority.

The Company has established an audit committee to replace the supervisors in accordance with Article 14-4 of the Securities and Exchange Act. The audit committee is formed by all independent directors and is responsible for implementing supervisors' duties specified in the Company Act, the Securities and Exchange Act, and other laws and regulations.

Article XIII-I The Company may purchase liability insurance for directors and important staff with respect to liabilities resulting from performance of their duties during their terms of

office. The Board of Directors meetings shall be delegated to handle the relevant business with full authority.

Article XIV The Board of Directors meetings shall be formed by directors, and a chairman shall be elected from among directors by more than half of the directors present at a board meeting attended by two-thirds or more of all directors. The Chairman shall represent the Company externally. A vice chairman may be elected in the same method. The convening and notification of a board meeting shall be handled in accordance with Articles 203 and 204 of the Company Act unless otherwise provided by the Company Act.

A board meeting notice may be sent by email or fax but, in case of emergency, a board meeting may be called at any time.

Article XIV-I Except as otherwise provided by the Company Act, a resolution by a board meeting requires the approval of a majority of the directors present at the meeting attended by a majority of all directors. The Company may convene a board meeting by video conference. The directors who participate in a board meeting by video conference shall be deemed to have attended it in person. When a director is unable to attend a board meeting for a specific reason, they may appoint another director to attend the board meeting as their proxy and shall give to the latter a proxy form, stating the scope of authorization with respect to the reasons for the meeting. However, a proxy in the preceding paragraph may accept entrustment from one person only.

Article XV When the Chairman is on leave or unable to exercise the powers as the chair for a specific reason, his deputy shall be handled in accordance with Article 208 of the Company Act.

Article XVI The Board of Directors meetings is delegated to determine the remuneration to the Chairman and directors based on the level of their participation in the Company's operations, the values of their contributions, and the general standards in the industry.

Chapter V Managers

Article XVII The Company may have managers in place, whose appointment, dismissal, and remuneration shall be handled in accordance with Article 29 of the Company Act.

Chapter VI Accounting

Article XVIII The Board of Directors meetings, at the end of a fiscal year, shall prepare (1) a business report; (2) financial statements; (3) a statement of earnings distribution or deficit compensation; and other documents; submit them to the audit committee for review no later than 30 days before an annual general shareholders' meeting, and the committee will issue a report and submit it to the annual general shareholders' meeting for ratification.

Article XIX Deleted.

Article XX Where the Company makes a profit for a year, it shall provide no less than 1% as employee remuneration, which shall be distributed in the form of stock or cash by resolution of the Board of Directors meetings, and the recipients include employees of subsidiaries who meet certain criteria. The Company may provide no greater than 1% of the above profit as director remuneration by resolution of the Board of Directors meetings. The distribution of employee remuneration and director remuneration shall be approved by resolution by more than half of all directors present at a board meeting attended by two-thirds or more of all directors and reported to the shareholders' meeting. However, when the Company still has a cumulative deficit, it shall reserve an amount in advance to offset the deficit before providing employee remuneration and director remuneration based on the percentages in the preceding paragraph.

Where the Company makes a profit for a fiscal year, the profit shall be first used for paying taxes, offsetting a cumulative deficit, providing 10% of the remaining profit as a legal reserve unless it has reached the total amount of the Company's paid-in capital, providing or reversing a special reserve in accordance with laws or the competent authority's regulations, and then paying out preferred dividends. Then, any remaining profit, together with any

undistributed retained earnings from the prior years, shall be adopted by the Company's Board of Directors meetings as the basis for making a shareholder dividend distribution proposal. In the case of distribution by means of issuance of new shares, it shall be submitted to the shareholders' meeting for resolution before the distribution. In the case of distribution in cash, the Board of Directors meetings shall be delegated to resolve this decision with the approval of more than half of the directors present at a board meeting attended by two-thirds or more of all directors and report to the shareholders' meeting.

Article XX-I The Company distributes earnings depending on the environment where it is situated and its growth stage as well as shareholders' interest, dividend equalization, and its long-term financial plan. The Board of Directors meetings draws up the earnings distribution method and amount to be distributed based on operating performance and a capital plan. It shall be reported to the shareholders' meeting for resolution, but the amount distributed in the form of cash shall not be less than 20% of the total shareholder dividends to be distributed for the year.

Chapter VII Supplementary Provisions

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

Article XXII The Articles of Incorporation were formulated on January 6, 2000

The first amendment was made on April 4, 2002.

The second amendment was made on July 25, 2002.

The third amendment was made on September 13, 2002.

The fourth amendment was made on May 15, 2003.

The fifth amendment was made on September 10, 2004.

The sixth amendment was made on March 30, 2005.

The seventh amendment was made on June 30, 2005.

The eighth amendment was made on April 17, 2008.

The ninth amendment was made on May 27, 2011.

The tenth amendment was made on June 15, 2012.
The 11th amendment was made on May 30, 2014.
The 12th amendment was made on December 5, 2014.
The 13th amendment was made on June 2, 2015.
The 14th amendment was made on June 2, 2016.
The 15th amendment was made on June 8, 2018.
The 16th amendment was made on May 28, 2019.
The 17th amendment was made on August 27, 2021.
The 18th amendment was made on May 30, 2022.
The 19th amendment was made on May 30, 2023.
The 13th amendment was made on June 2, 2015.
The 14th amendment was made on June 2, 2016.
The 15th amendment was made on June 8, 2018.
The 16th amendment was made on May 28, 2019.
The 17th amendment was made on August 27, 2021.
The 18th amendment was made on May 30, 2022.
The 19th amendment was made on May 30, 2023.

**My Humble House Hospitality
Management Consulting Co., Ltd.
Rules for the Board of Directors Meetings
(Before Amendment)**

- Article I In order to establish a good governance system for the Board of Directors meetings of the company, improve the supervision function and strengthen the management function, this regulation is formulated in accordance with Article 2 of the "Regulations Governing Procedure for Board of Directors Meetings of Public Companies" for compliance.
- Article II The main agenda items, operating procedures, items to be recorded in the meeting minutes, announcements, and other matters to be followed shall be handled in accordance with the provisions of this Code.
- Article III The Company's Board of Directors meetings shall meet at least once a quarter. To convene a board meeting, the reasons for convening the meeting shall be specified, and a notice of meeting shall be given to each director seven days in advance. However, in the event of an emergency, the meeting may be convened at any time. A notice convening the meeting referred to in the preceding paragraph may be given by electronic means with the consent of the counterparty. The matters in the first paragraph of Article 12 of this Code shall be listed in the reasons for convening and shall not be proposed with Extempore Motion.
- Article IV The meeting affairs unit designated by the Board of Directors meetings of the Company is the Chairman's Office. The meeting affairs unit shall formulate the content of the board meeting and provide sufficient meeting materials, which shall be sent together with the convening notice.

If the directors consider that the meeting materials are insufficient, they may ask the meeting affairs unit to supplement. If the directors consider

that the information of the motion is insufficient, they may postpone the deliberation after the Board of Directors meetings Resolution.

Article V When convening a board meeting of the Company, there shall be a signature book for the directors present to sign in for examination and reference. The directors shall attend the Board of Directors meetings in person. If they are unable to attend in person, they may appoint Other as their proxy to attend in accordance with the provisions of this Articles of Incorporation. Those who participate in the meeting by video conferencing are deemed to be present in person. When a director entrusts the director of Other to attend the board meeting on behalf of another director, he shall issue a power of attorney each time and list the scope of authorization of the reasons for convening. The second agent is limited to being entrusted by one person.

Article VI The venue and time of the Board of Directors meetings of the Company shall be at the location of the Company and during office hours or at a place and time suitable for the directors to attend.

Article VII The Board of Directors meetings of the company is convened by the chairman of the board, and the chairman of the board is the chairman. However, for the first Board of Directors meetings of each term, if the directors who have the most voting rights obtained from the shareholders' meeting are called by the directors, the chairman of the meeting shall be served by the convener, and if the convener has more than two persons, one person shall be elected from each other. According to the fourth paragraph of Article two hundred and three or the third paragraph of Article two hundred and three of the Company Act, the Board of Directors meetings shall be convened by more than half of the directors, and one of the directors shall be elected as the chairman of the board. If the Chairman is on leave or cannot exercise his/her power for any reason, the Vice Chairman shall act on his/her behalf, and if no Vice Chairman or Vice Chairman is on leave or cannot exercise his/her power for any reason, the Chairman shall appoint a managing director as his/her proxy; If he does not have a managing director, he shall appoint one director to act as his proxy. If the chairman does not appoint a deputy, he shall be appointed by either the managing director or director to act as their proxy.

Article VIII When the Company's Board of Directors meetings is convened, the meeting unit designated by the Board of Directors meetings shall prepare relevant information for the directors present to check at any time. When a board meeting is convened, personnel from relevant departments or subsidiaries may be notified according to the contents of the motion. Where necessary, CPAs, lawyers or other professionals may be invited to attend the meeting and explain. However, they shall leave the meeting when discussing and voting. The chairman of the Board of Directors meetings shall declare a meeting immediately when more than half of the directors have attended the meeting. If half of the directors are unable to attend the meeting, the chairman may announce the postponement of the meeting, and the postponement shall be limited to two times. If the postponement is still insufficient for the second time, the chairman may re-convene the meeting in accordance with the procedures stipulated in Paragraph 2 of Article 3. All directors referred to in the preceding paragraph and paragraph 2 of Article 16 shall be calculated based on the actual incumbents.

Article IX The meeting process of the Board of Directors meetings of the company should be recorded by audio or video, and kept for at least five years, which can be kept electronically. Before the expiry of the preservation period referred to in the preceding paragraph, if any litigation occurs with respect to a resolution of the Board of Directors meetings, the relevant audio or video recordings shall be preserved for a further period until the end of litigation. If a video conference is held, the video/audio data is part of the meeting minutes and should be properly kept during the company's existence.

Article X The content of the Company's regular board meeting includes at least the following matters:

1. Report Issues :

- (1) The last meeting minutes and implementation.
- (2) Important financial and business reports.
- (3) Report on internal audit operations.
- (4) Other Important reporting matters.

2. Discussions:

- (1) Items reserved for discussion in the last meeting.
- (2) Matters to be discussed in this meeting.

3. Extempore Motions.

Article XI The Board of Directors meetings of the company shall proceed in accordance with the meeting procedures set out in the notice of the meeting. However, it may be changed with the consent of more than half of the directors present. The chairperson of the Board of Directors meetings shall not announce Adjournment without the consent of more than half of the directors present. During the proceedings of the Board of Directors meetings, if the attending directors do not reach more than half of the attending directors, the chairman shall announce the suspension of the meeting as proposed by the attending directors, and the provisions of Article 8, Paragraph 3 shall apply.

Article XII The following matters shall be submitted to the Board of Directors of the Company for discussion:

1. Business plan of the Company.
2. Annual and semi-annual financial reports. However, if the semi-annual financial report is not required to be audited and attested by an accountant according to laws and regulations, it shall not be subject to this limit.
3. Formulate or amend the internal control system in accordance with Article 14-1 of Securities and Exchange Act (hereinafter referred to as Securities and Exchange Act) and evaluate the effectiveness of the internal control system.
4. Adoption or amendment, pursuant to Article 36-1 of Securities and Exchange Act, of handling procedures for financial or operational actions of material significance, such as acquisition or disposal of Assets, derivatives trading, extension of monetary loans to others, or endorsements or guarantees for others.
5. Offering, issuance, or private placement of any equity-type securities.

6. If the Board of Directors meetings does not have a managing director, the election or dismissal of the chairman of the board.
7. The appointment or discharge of a financial, accounting, or internal auditing officer.
8. Donation expense with related parties or Donation expense with non-related parties. However, the public welfare nature of emergency relief for major natural disasters is Donation expense, which can be ratified by the next Board of Directors meetings.
9. Issues which should be handled by the shareholders' meeting Resolution or the Board of Directors meetings Resolution, or the major matters prescribed by the competent authority, in accordance with the provisions of Article 14-3 of Securities and Exchange Act, Other.

A related party as defined by Regulations Governing the Preparation of Financial Reports by Securities Issuers. as referred to in the preceding subparagraph 8; The term "major Donation expense" which is not a related party refers to the amount of each Donation expense or the cumulative amount of Donation expense to the same object in one year reaching NT \$100,000,000 or more, or reaching one percent of the net amount of Operating revenue or five percent or more of the paid-in capital in the financial report certified by an accountant in the most recent year.

In the previous year, based on the date of the board meeting, the "one-year" has been retrospectively calculated for the previous year, and it has been submitted to the Board of Directors meetings Resolution to approve the exemption from re-inclusion.

Where the Company has independent directors, at least one independent director shall attend the board meeting in person; For Resolution matters that should be submitted to the Board of Directors meetings in the first paragraph, all independent directors should attend the Board of Directors meetings. If the independent director is unable to attend in person, he should appoint independent directors Other to attend the meeting on his behalf. If an independent director has a dissenting or qualified opinion, it shall be noted in the minutes of the board meeting;

If an independent director cannot attend the board meeting in person to express objections or reservations, unless there are justifiable reasons, he/she shall issue a written opinion in advance, which shall be stated in the minutes of the board meeting.

Article XIII When the chairman believes that the proposal of the Board of Directors meetings has reached the extent to which it can be voted, he may declare to stop the discussion and submit it to vote.

When the chairman consulted all attending directors and no objection was raised, it was deemed as passed. If there is any disagreement after the Chairman's inquiry, the resolution shall be submitted.

The Chairman may choose a motion for the voting method according to the following provisions. However, if the attendee objects, the Chairperson shall ask for the majority of the opinions to decide:

1. Vote by show of hands or by ballot.
2. Roll call for voting.
3. Voting.
4. Vote for selection by the Company itself.

All directors present in the preceding two paragraphs do not include directors who are prohibited from exercising voting rights in accordance with Paragraph 1 of Article 15.

Article XIV Resolution of the Company's Board of Directors meetings' resolutions, except as otherwise provided by Securities and Exchange Act and Company Act, shall be attended by more than half of the directors and agreed by more than half of the directors present. Where there is an amendment or substitution in the same motion, the chairperson shall resolve the order in which he voted in the same motion. However, if one of the proposals has been passed, the other proposals will be deemed as rejected and no further voting is required. If there is a need for a scrutineer and vote-taking personnel, the Chairperson shall designate the case, but the scrutineer shall be a director.

Voting results shall be reported on the spot and recorded.

Article XV If a director or a juristic person represented by the director is an interested party with respect to any agenda item, the director shall state

the important aspects of the interested party relationship at the meeting. When the relationship is likely to prejudice the interests of the Company, the director may not participate in discussion or voting on that agenda item, and shall enter recusal during the discussion and voting on that item, and may not exercise voting rights as proxy for Other directors. Where the spouse, a relative within the second degree of kinship of a director, or a company which has a controlling or subordinate relationship with a director has an interest in the matters under discussion in the preceding paragraph, the director shall be deemed to have a personal interest in the matter. The Board of Directors meetings of the Company, Resolution, shall handle the directors who are not allowed to exercise their voting rights in accordance with the provisions of Article two hundred and six, Paragraph 4, Article one hundred and eighty, Paragraph 2 of the Company Act.

Article XVI The proceedings of the Company's Board of Directors meetings shall be recorded in the minutes, which shall record the following matters in detail:

1. Session (or year) and time location of the meeting.
2. The name of the Chairman.
3. The attendance of directors, including the names and number of people who attended, on leave and were absent.
4. The names and titles of the attendees.
5. Name of the record.
6. Reports.
7. Discussion items: The method and results of the Resolution of each proposal, the summary of the speech of the directors, experts and Other personnel, the names of the directors involved in the interests in accordance with the first paragraph of the preceding article, the description of the important content of the interests, the reasons for their avoidance or non-avoidance, the avoidance situation, the objections or reservations and have records or written statements, and the written opinions issued by the independent directors in accordance with the provisions of paragraph 4 of Article 12.

8. Extempore Motions: The name of the proposer, the method and results of the motion of Resolution, a summary of the speeches of the directors, experts and Other, the name of the directors involved in the interests in accordance with the first paragraph of the preceding article, the description of the important content of the interests, the reasons for their avoidance or non-avoidance, the avoidance situation and the objections or reservations, and there are records or written statements.

9. Others:

Any of the following circumstances shall be recorded in the meeting minutes, and announced and reported at the Financial Supervisory Commission designated Market Observation Post System within two days from the date of the board meeting:

1. Independent directors have objections or reservations with records or written statements.
2. Matters not approved by the Audit Committee of the Company, but approved by more than two-thirds of all directors.

The attendance book of the Board of Directors meetings is a part of the meeting minutes and should be properly kept during the company's existence.

The meeting minutes shall be signed or sealed by the chairman of the meeting and the minute taker and sent to the directors within 20 days after the meeting. And such files shall be included in the important files of the Company and kept properly during the existence of the Company.

The production and distribution of the first meeting minutes may be made electronically.

Article XVII In addition to the matters that should be submitted to the Board of Directors meetings of the Company for discussion in the first paragraph of Article 12, the Board of Directors meetings authorizes the Chairman to exercise the powers of the Board of Directors meetings in accordance with the laws and regulations or the provisions of this Articles of Incorporation. The contents of the authorization are as follows:

1. Approve all important contracts.
2. Selection of directors, supervisors and representative of investee companies.

3. Matters authorized to the Chairman for approval in accordance with the Articles of Incorporation or Approval Authority Regulations and the Other Management Regulations.

Article XVIII The formulation of these Rules of Procedure shall be approved by the Board of Directors meetings of the Company and reported to the shareholders' meeting. If there is any amendment in the future, the Board of Directors meetings may be authorized to Resolution.

My Humble House Hospitality Management Consulting Co., Ltd.

Shareholding of All Directors

- I. The number of issued shares of the Company is 101,526,000 shares. The statutory minimum number of shares held by all directors is 8,000,000 shares.
- II. As of the book closure date for the Annual General Meeting (April 1, 2024), the number of shares held by all directors is as follows:

Job title	Name	Number of shares held (shares)	Shareholding
Chairman	Tsai, Po-Han	124,741	0.12%
Director	Camellian Co. Ltd. Representative: Lai, Eing-Li	7,112,743	7.01%
Director	Xuanwei Investment Co., Ltd. Representative: Tsai, Chia-Hsuan	14,080,228	13.87%
Director	Tung-Fang-Mei Enterprise Co. Ltd. Representative: Lu, En-Cheng	15,474,546	15.24%
Director	Tung-Fang-Mei Enterprise Co. Ltd. Representative: Cheng, Chuan-Fang	15,474,546	15.24%
Director	Sine Information Management Co., Ltd. Representative: Kao, Miao-Hua	676,231	0.67%
Independent Director	Chang, Liang	0	0%
Independent Director	Ling, Mei-Chi	0	0%
Independent Director	Chen, Chien-Ping	0	0%
Independent Director	Chen, Shiang-Chung	0	0%
All directors total		37,468,489	36.91%

Note: The number of shares held by all directors of the Company has reached the statutory percentage standard.