

Stock Code 2719



TSG Star Travel Corp
(Formerly named : Star Travel Corp)



The 1st Extraordinary
Shareholders' Meeting in

2024

Time August 14, 2024



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TSG Star Travel Corp.

Procedures for the 2024 Annual First Extraordinary Meeting of Shareholders

One. Commencement of Meeting

Two. Chair Remarks

Three. Election Matters

Four. Other Motions

Five. Extraordinary Motions

Six. Adjournment

TSG Star Travel Corp.

2024 Annual First Extraordinary Shareholders' Meeting Agenda

Time: August 14, 2024 (Wednesday), 09:00AM

Address: 7F., No. 161、163, Sec. 2, Minsheng E. Rd., Zhongshan Dist., Taipei City 104073, Taiwan (R.O.C.) (the Company's Conference Room) (Physical Shareholders' Meeting)

One. Commencement of Meeting

Two. Chair Remarks

Three. Election Matters

- I. By-election of a director.

Four. Other Motions

- I. Lifting the non-competition restrictions of the new directors and their representatives.

Five. Extraordinary Motions

Six. Adjournment

One. Commencement of Meeting

Two. Chair Remarks

Three. Election Matters

<Proposal 1>

[Summary] By-election of a director.

[Proposed by the Board of Directors]

[Explanation]

- I. Due to the current vacancy of one director seat, it is planned to hold a by-election at the first extraordinary shareholders meeting this year.
- II. The term of office of the newly elected directors will be effective from the date of election, and the term will be from August 14, 2024 to November 22, 2025.
- III. The company's director election adopts a candidate nomination system and the "Director Candidate List" has been reviewed and approved by the board of directors meeting on July 17, 2024, please refer to Attachment I on Pages 4.

[Resolution]

Four. Other Motions

< Proposal 1>

[Summary] Lifting the non-competition restrictions of the new directors and their representatives.

[Proposed by the Board of Directors]

[Explanation]

- I. According to the provisions of Article 209 of the Company Law, directors' non-competition behavior must be approved by the shareholders' meeting. In response to the company's business needs, we plan to propose to the shareholders' meeting that if the newly elected directors engage in other behaviors that fall within the company's business scope, please The director (the natural person, the legal person or the representative designated by the legal person) is allowed to engage in activities within the business scope of the company for himself or others.
- II. It is planned to request the extraordinary meeting of shareholders to agree to lift the non-competition restrictions on the newly elected directors and their representatives.

[Resolution]

Five. Extraordinary Motions

Six. Adjournment

Seven. Attachments

<Attachment I>

List of Director Candidates

Title	Candidate	Number of shares held	Resume
Director	E-TOP METAL CO., LTD.	47,250,000 shares	N/A

Eight. Appendixes

<Appendix I>

TSG Star Travel Corp.

Articles of Incorporation

Chapter I. General Provisions

- Article 1: The Company shall be incorporated in accordance with the regulations of the Company Act, and its name shall be in the Chinese language, and TSG Star Travel Corp. in the English language.
- Article 2: The Company's business lines include:
1. J902011 Travel Agencies. **(The business scope is subject to that approved by the Tourism Bureau of the Ministry of Transportation.)**
- Article 2-1: The total amount of the Company's investments in other companies is not subject to the restriction of no more than 40 percent of the Company's paid-in capital as stipulated in Article 13 of the Company Act. The Board of Directors is given full authority to process matters relating to investments in other companies.
- Article 2-2: The Company may make endorsements and guarantees where business needs exist by a resolution adopted by the Board of Directors.
- Article 3: The Company's headquarters shall be established in Tainan City. If the Company considers it necessary, it may set up branches or offices in Taiwan or abroad by a resolution adopted by the Board of Directors.
- Article 4: This article has been deleted.

Chapter II. Shares

- Article 5: The total capital stock of the Company shall be in the amount of 1,000,000,000 New Taiwan dollars, divided into 100,000,000 ordinary shares at 10 New Taiwan dollars per share; the shares may be issued in installments.
Five percent of the total shares in the preceding paragraph, with a total amount of 50,000,000 New Taiwan dollars, divided into 5,000,000 shares, shall be reserved for issuing employee stock options, which may be issued in installment by a resolution adopted by the Board of Directors.
Employees entitled to receive employee stock options shall be restricted to the employees of the Company and parent or subsidiary companies of the Company in Taiwan and abroad. The Board of Directors is authorized to determine the qualification requirements and the transfer method.
The Company may transfer treasury stock to employees at a price lower than the average actual buyback price, provided it is handled in accordance with relevant laws and the approval of the shareholders' meeting.

- Article 6: The Company may issue share certificates. The share certificates of the Company shall all be name-bearing, and shall be duly certified or authenticated in accordance with the law.
The Company is exempted from printing certificates for the shares and other securities issued, but it shall register the issued shares with the Taiwan Depository and Clearing Corporation.
- Article 7: Share transfer registration for general and special shareholders' meetings shall be handled in accordance with Article 165 of the Company Act. Share transfer registration shall be suspended within five days prior to the record date determined by the Company for distribution of dividends, bonuses, or other benefits.
- Article 8: Except as provided in the Articles of Incorporation, the Company's administration of shareholder services shall be conducted in accordance with the Regulations Governing the Administration of Shareholder Services of Public Companies.
- Article 9: This article has been deleted.
- Article 9-1: When the Company holds a shareholders' meeting, shareholders may exercise their voting rights by correspondence or electronic means.

Chapter III. Shareholders' Meeting

- Article 10: Shareholders' meetings comprise regular shareholders' meetings and special shareholders' meetings. A regular shareholders' meeting is to be held at least once a year and convened by the Board of Directors within six months after the end of the fiscal year. The special shareholders' meeting must be convened where necessary in accordance with the law.
The shareholders' meeting of the Company may be held in the form of a virtual meeting or other methods announced by the central competent authority.
- Article 11: In case a shareholder is unable to attend the meeting for any reason, they may issue a written proxy, state therein the scope of the proxy's authorization, and appoint an eligible proxy to attend the meeting on their behalf. In addition to Article 177 of the Company Act, the proxy attending a meeting shall follow the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies.
- Article 12: The Company's shareholders are entitled to one vote per share, except where the shares do not have voting rights under the situations set out in Article 179 of the Company Act.
- Article 13: Except if regulated otherwise by relevant laws, a shareholders' meeting resolution is passed when more than half of all outstanding shares attend the meeting in person or by appointing a proxy, and the motion is voted in favor by more than half of all voting rights represented by shareholders present at the meeting.

Article 14: The chair of a shareholders' meeting shall be handled in accordance with Article 182 and Article 208, paragraph 3 of the Company Act.

Article 14-1: If the Company wishes to cease its status as a public company after it has publicly listed its shares, it shall submit an application to the competent authority after the approval of a shareholders' meeting. This article shall not be changed during the ESM period and listed (OTC) period.

Chapter IV. Directors

Article 15: The Company has five to nine persons serving as directors as determined by the resolution adopted by the Board of Directors. The election of directors adopts the candidate nomination system in accordance with Article 192-1 of the Company Act. Directors are selected from the candidate list at a shareholders' meeting and have a term of three years. The tenure of directors elected by a shareholders' meeting in accordance with the law who do not join the re-election at the end of the term must be extended until the newly-elected director gets on-board. Matters relating to the receipt and processing of the nominations of directors and announcements must be based on the relevant laws and regulations of the Company Act and Securities and Exchange Act. The directors of the Company in the preceding paragraph shall include at least three independent directors. The number shall be decided by resolution of the Board of Directors. The independent directors are elected from the independent director candidate list at the shareholders' meeting. The shareholding percentage of all directors of the Company shall follow the regulations of the competent authority in charge of securities affairs. The Company sets up the Audit Committee in accordance with Article 14-4 of the Securities and Exchange Act. The composition of the Audit Committee is formed by all of the Independent Directors. The performance of duties by the Audit Committee and members and related matters shall be handled according to the Company Act and the Securities and Exchange Act.

Article 16: The Board of Directors shall be organized by the directors. The directors shall elect from among themselves a chairperson and a vice chairperson, by a majority in a meeting attended by over two-thirds of the directors, to represent the Company externally. In case the chairperson is on leave or unable to exercise their power and authority for any reason, the vice chairperson shall act on their behalf. In case there is no vice chairperson, or the vice chairperson is also on leave or unable to their power and authority for any reason, the chairperson shall appoint one of the directors to represent them. Apart from the first meeting of each term of the Board of Directors which must be convened by the director who received ballots representing the largest number of votes at the election of directors after re-election, the chairperson must convene the board meeting. The meeting notice may be sent by correspondence, e-mail, or fax to every director seven days before the meeting is convened. The meeting may be convened at any time when emergency events arise.

When a director is unable to attend the board meeting, they may appoint another director to attend the board meeting on their behalf. Independent directors must attend the meeting in person or appoint another independent directors to attend on their behalf, but it is necessary to provide a proxy form with the scope of authorization for the agenda listed. The proxy is limited to one person. When a board meeting is convened in through video conference, directors who participate in the meeting through video conference will be deemed to have attended the meeting in person.

Article 17: This article has been deleted.

Article 17-1: Directors must be paid monthly remuneration regardless of the Company's financial performance. The Board of Directors is authorized to decide the remuneration amount based on the directors' involvement in the Company's operation and their contributions.

Article 17-2: The Company must purchase liability insurance for all of its directors with approval by board resolution to protect the interests and rights of all shareholders and lower the Company's operational risks.

Article 18: Resolutions at a board meeting shall, unless otherwise provided by the Company Act, be adopted by a majority vote of the directors present who represent more than one-half of the total number of directors. When a board meeting is convened through video conference, directors who participate in the meeting through video conference will be deemed to have attended the meeting in person.

Article 19: This article has been deleted.

Chapter V. Managerial Officers

Article 20: The Company may appoint one general manager or several managerial officers, whose appointment, dismissal, and remuneration shall be handled in accordance with Article 29 of the Company Act.

Chapter VI. Accounting

Article 21: At the end of each accounting period, the Company's Board of Directors shall prepare the

- (I) business report;
- (II) financial statements; and
- (III) proposals for earnings distribution or loss compensation, and submit them to the shareholders' meeting for ratification.

Article 22: If the company makes a profit, it should allocate no less than 3% as employee remuneration and no more than 3% as director remuneration. However, if the company still has accumulated losses, it should reserve the compensation amount in advance. The decision to distribute the employee remuneration in the form of stock or cash shall be made with the approval of the majority of a board meeting with two-thirds of the members present. Such resolution must be reported to the shareholders' meeting. The recipients of the employee remuneration distribution may include employees of subsidiaries who meet certain criteria.

Article 22-1: This article has been deleted.

Chapter VII. Additional Provisions

Article 23: The Company's settlement each year, where there is a surplus, must first be set aside to pay the taxes, make up for the accumulated losses, and 10% of the remaining balance must be recorded as provision of legal reserve, with exception to legal reserve already at an amount equals to the Company's total paid-in capital. Then, a special reserve shall be set aside or reversed in accordance with the laws or regulations of the competent authority. The remaining portion along with the beginning accumulated undistributed retained earnings and adjustment to current undistributed retained earnings, except for reservation for business needs, may be distributed after submission to the shareholders' meeting for resolution. In addition to the earnings distribution set out in the preceding paragraph, the Company may distribute all or part of the surplus in accordance with the laws or regulations of the competent authority. The Company's dividend and surplus distribution policy takes various factors such as finance, business, and management into consideration for the issuance of new shares or cash distribution method. The ratio of cash distribution should not be less than 5% of the total earnings and surplus for the current year.

Article 24: Any other matters not set forth in these Articles of Incorporation are advised to be dealt with in accordance with the Company Act and other applicable laws, rules, and regulations.

Article 25: The Articles of Incorporation were established on February 12, 2003.
The first amendment was made on December 8, 2006.
The second amendment was made on June 12, 2007.
The third amendment was made on June 10, 2008.
The fourth amendment was made on December 10, 2008.
The fifth amendment was made on June 10, 2009.
The sixth amendment was made on June 25, 2010.

The seventh amendment was made on January 31, 2011.
The eighth amendment was made on June 18, 2012.
The ninth amendment was made on June 19, 2013.
The tenth amendment was made on June 13, 2016.
The eleventh amendment was made on June 17, 2019.
The twelfth amendment was made on August 12, 2020.
The thirteenth amendment was made on August 20, 2021.
The fourteenth amendment was made on April 13, 2022.
The fifteenth amendment was made on November 23, 2022.
The sixteenth amendment was made on June 15, 2023.
The seventeenth amendment was made on June 19, 2024.

<Appendix II>

TSG Star Travel Corp.

Rules of Procedure for Shareholders' Meetings

2nd version Amendment date: June 15, 2023

- Article 1 To establish a strong governance system and sound supervisory capabilities for the Company's shareholders' meetings, and to strengthen management capabilities, these Rules are adopted pursuant to Article 5 of the Corporate Governance Best-Practice Principles for TWSE/TPEX Listed Companies.
- Article 2 The rules of procedure for the Company's shareholders' meetings, unless otherwise specified by laws and regulations or the Company's Articles of Incorporation, must be conducted in accordance with the terms of these Rules.
- Article 3 Unless otherwise provided by laws or regulations, the Company's shareholders' meetings must be convened by the Board of Directors.
- Any change in the manner of holding a shareholders' meeting must be resolved by the Board of Directors and the change is only admissible before the meeting notices are sent out at the latest. The Company must prepare an electronic file that contains the meeting notice, proxy form, summaries and explanations of agenda items to be ratified or discussed and on elections or dismissals of directors, and post it on the Market Observation Post System (MOPS) at least 30 days before an annual general shareholders' meeting or 15 days before a special shareholders' meeting. The Company shall prepare electronic versions of the shareholders' meeting handbook and supplemental meeting materials and upload them to the MOPS at least 21 days before a regular shareholders' meeting or 15 days before a special shareholders' meeting. Physical copies of the shareholders' meeting handbook and supplemental meeting materials must be prepared at least 15 days before the meeting and made accessible to shareholders for viewing. These documents must also be placed within the Company's premises and at the stock transfer agent engaged by the Company.
- The Company must provide shareholders with the meeting agenda and supplemental information in the preceding paragraph for reference on the day of the meeting and by the following means:
- I. Distributed at the venue of the meeting for a physical shareholders' meeting.

- II. Distributed at the venue of the meeting for a physical shareholders' meeting, and transmitted to the video conference platform in the form of an electronic file for a physical shareholders' meeting with the assistance of a video conference.
- III. Transmitted to the video conference platform in the form of an electronic file for video shareholders' meeting.

The meeting advice and announcement must include a detailed agenda. Advice and announcements can be served in electronic form with the recipient's consent.

Discussions concerning the election or dismissal of directors, amendment of the Articles of Incorporation, capital reduction, cessation of public offering, permission for directors' involvement in competing businesses, capitalization of earnings, capitalization of capital reserves, dissolution of the Company, mergers, divestments, and any issues listed in Article 185, Paragraph 1 of the Company Act, Articles 26-1 and 43-6 of the Securities and Exchange Act, and Articles 56-1 and 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers must be raised as part of the regular motions with summaries explained in the meeting agenda. They may not be raised in as extraordinary motions.

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

A shareholder holding one percent or more of the total number of issued shares may submit to the Company a proposal for discussion at a regular shareholders' meeting. The number of items so proposed is limited to one only, and no proposal containing more than one item will be included in the meeting agenda. When the circumstances of any subparagraph of Article 172-1, Paragraph 4 of the Company Act apply to a proposal put forward by a shareholder, the Board of Directors may exclude it from the meeting agenda. A shareholder may propose a recommendation for urging the Company to promote public interests or fulfill its social responsibility, provided that in the proceedings the number of items so proposed is limited to one only in accordance with Article 172-1 of the Company Act, and that no proposal containing more than one item will be included in the meeting agenda.

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

Proposals submitted by shareholders are limited to 300 words, and no proposal containing more than 300 words will be included in the meeting agenda. The shareholder making the proposal

shall be present in person or by proxy at the regular shareholders' meeting and take part in discussion of the proposal.

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

Article 4 Shareholders may appoint proxies to attend the shareholders' meeting on their behalf by filling in the Company's proxy form and specifying the scope of delegated authority.

Each shareholder may issue one proxy form and designate one proxy only. All proxy forms must be received by the Company at least 5 days before the shareholders' meeting. In cases where multiple proxy forms are issued, the one that arrives first must prevail. However, this excludes situations where the shareholder has issued a proper declaration to withdraw the previous proxy arrangement.

Should the shareholder decide to attend a shareholders' meeting in person or exercise voting rights in writing or using electronic means after a proxy form has been received by the Company, a written notice must be sent to the Company no later than two days before the meeting commences to withdraw the proxy arrangement. If the shareholder fails to withdraw a proxy arrangement before the due date, a vote of the proxy attendant must prevail.

Should the shareholder decide to attend a shareholders' meeting via video conference, a written notice must be sent to the Company no later than two days before the meeting commences to withdraw the proxy arrangement. If the shareholder fails to withdraw the proxy arrangement before the due date, the vote of the proxy attendant must prevail.

Article 5 Principles determining the time and place of a shareholders' meeting

Shareholder meetings must be held at locations that are suitable and convenient for shareholders to attend. Meetings cannot commence anytime earlier than 9AM or later than 3PM. Independent Directors' opinions must be fully taken into consideration when choosing the meeting venue and time.

There are no restrictions on the meeting venue as prescribed in the preceding paragraph when the Company holds a video shareholders' meeting.

Article 6 Preparation of documents such as the attendance book

The meeting advice must specify details such as meeting check-in time, venue, and important notes where relevant for the shareholders, proxy issuers, and proxy agents (hereinafter together referred to as the shareholders).

Admission of meeting participants must begin at least 30 minutes before the meeting commences. The reception area must be clearly labeled and stationed with competent personnel. Check-in for the shareholders' meeting must be accepted at the shareholders' meeting video conference platform at least 30 minutes before the meeting starts. Shareholders who have checked in are deemed to be present in person at the shareholders' meeting.

Shareholders may attend shareholders' meetings by presenting a valid conference pass, attendance card or other document of a similar nature. The Company cannot request shareholders to present additional documentary proof unless specified in advance. Proxy form holders are required to bring proof of identity for verification.

An attendance log must be prepared to record shareholders' attendance; alternatively, shareholders may present attendance cards to signify their presence.

Shareholders who attend the meeting must be given a copy of the meeting handbook, annual report, attendance pass, opinion slip, motion ballots and other information relevant to the meeting. Additional ballots shall be prepared if an election of directors is also being held during the meeting.

Where the shareholder is a government agency or corporate entity, more than one representative may attend the shareholders' meeting on their behalf. Corporate entities that have been designated as proxy attendants can only appoint one representative to attend a shareholders' meeting.

Shareholders who intend to attend a video shareholders' meeting must register with the Company 2 days prior to the date of the meeting.

For a video shareholders' meeting, the Company must, at least 30 minutes before the start of the meeting, upload the meeting agenda, annual report, and other relevant information to the video conference platform and keep them posted until the end of the meeting.

Article 6-1 Items to be included in the meeting notice for convening virtual shareholders' meetings

When convening a video shareholders' meeting, the Company must specify the following items in the notice of meeting.

- I. The ways for shareholders to participate in a video meeting and exercise their rights.
- II. Countermeasures for the event that the video conferencing platform or video participation is impeded due to natural disasters, events, or other force majeure circumstances, including at least the following:

- (I) If the occurrence of the aforementioned circumstances continues to be unresolvable, the time of the postponed or resumed meeting, and the date of the postponed or resumed meeting.
 - (II) Shareholders who have not registered to participate in the affected shareholders' meeting online may not attend the postponed or resumed meeting.
 - (III) When convening a physical shareholders' meeting with the assistance of a video conference, if the video conference cannot be resumed, and the total number of shares present, after deducting the number of shares present by means of video participation, still reaches the quorum for the shareholders' meeting, the shareholders' meeting must continue. The shares represented by shareholders attending the meeting through video conference must be counted towards the total number of shares represented by shareholders present at the meeting, provided these shareholders are deemed abstaining from voting on all proposals on the meeting agenda of that shareholders' meeting.
 - (IV) When the results of all motions have been announced, and extraordinary motions have not yet been proceeded with, the way matters are handled.
- III. When convening a video shareholders' meeting, the appropriate alternative measures for shareholders with difficulties in participating in shareholders' meetings by video must also be specified.

Article 7 The chair and non-voting participants of a shareholders' meeting

Shareholders' meetings that are convened by the Board of Directors must be chaired by the chairperson. If the chairperson is on leave or cannot exercise his/her powers or perform his/her duties for any reason, the vice chairperson will act on his/her behalf. If there is no vice chairperson or if the vice chairperson is also on leave or cannot exercise his/her power or perform his/her duties for any reason, the chairperson may appoint one managing director to assume acting duty. If there is no managing director, one of the directors must be appointed to perform an acting duty; if no delegate is appointed by the chairperson, one must be appointed from among managing directors or directors.

The aforementioned position of the chair must be assumed by a managing director or director who has been on the board for more than six months and possesses an adequate understanding of the Company's financial and business performance. The same applies if the chair is a representative of a corporate director.

Shareholders' meetings that are convened by the Board of Directors should be chaired by the chairperson and attended personally by more than half of the board, with at least one

representative from each functional committee present at the meeting. Attendance of the above participants must be recorded in detail in the shareholders' meeting minutes.

For the meeting that is convened by the ones with the convening authority outside of the board, the meeting should be chaired by the convening authority. One person should be selected to chair the meeting if there are more than two present.

The Company may summon its lawyers, certified public accountants and any relevant personnel to be present at shareholders' meetings.

Article 8 Documentation of a shareholders' meeting by audio or video

The Company must make continuous audio and video recordings from the beginning of accepting shareholders' registrations until the end of the meeting to record the registration procedure and the entire meeting process.

These recordings must be retained for at least one year. However, if a shareholder raises a litigious claim against the Company in accordance with Article 189 of the Company Act, the abovementioned documents must be retained until the end of the litigation.

When convening a video shareholders' meeting, the Company must keep records of shareholder registration, sign-in, check-in, questions raised, votes cast and results of votes counted by the Company, and continuously audio and video record, without interruption, the proceedings of the virtual meeting from beginning to end.

The information and audio and video recording in the preceding paragraph must be properly kept by the Company during the entirety of its existence, and copies of the audio and video recording must be provided to and kept by the party appointed to handle matters of the virtual meeting.

In case of a virtual shareholders' meeting, the Company is advised to make audio and video recordings of the back-end operation interface of the video conference platform.

Article 9 Shareholders' presence is determined by the number of shares represented in a meeting. The number of shares represented by shareholders present at the meeting is calculated based on attendance log records or the attendance cards collected, and the shares checked in on the video conference platform, plus the number of shares that have voting rights exercised in writing or through electronic means.

The chair must call the meeting to order at the appointed meeting time and disclose relevant information concerning the number of non-voting shares and the number of shares represented by shareholders attending the meeting.

However, if current attendance represents less than half of the Company's outstanding shares, the chair may announce that the meeting should be postponed up to two times for a period

totaling no more than one hour. If the quorum is not met after two postponements and the attending shareholders still represent less than one-third of the total number of issued shares, the chair must declare the meeting adjourned. In the event of a virtual shareholders meeting, this Corporation must also declare the meeting adjourned at the virtual meeting platform.

If attending shareholders still represent more than one-third but less than half of outstanding shares after two postponements, the attending shareholders may reach a tentative resolution according to Article 175, Paragraph 1 of the Company Act. This tentative resolution must then be communicated to every shareholder and another shareholders' meeting must be held within the next month. In the event of a virtual shareholders meeting, shareholders would have to re-register with the Company to attend the virtual meeting according to Article 6.

When, prior to conclusion of the meeting, the attending shareholders represent a majority of the total number of issued shares, the chair may resubmit the tentative resolution for a vote by the shareholders' meeting pursuant to Article 174 of the Company Act.

Article 10 For shareholders' meetings convened by the Board of Directors, the Board of Directors will determine the meeting agenda. All proposed motions must be voted on a case-by-case basis. The agenda may not be changed unless resolved during the shareholders' meeting.

For a meeting convened by the ones with the convening authority outside of the board, the aforementioned rule still applies.

In either of the two situations described above, the chair cannot dismiss the meeting while a motion (including special motion) is still in progress. If the chair violates the conference rules by adjourning the meeting when not allowed to do so, other members of the board must immediately assist the attending shareholders in electing another chair that has the support of more than half of voting rights represented on-site to continue the meeting.

The chair must allow adequate time to explain and discuss various motions, amendments or special motions proposed during the meeting. The chair may announce to discontinue further discussions if the issue in question is considered to have been sufficiently discussed to proceed with voting and must allocate ample time to vote.

Article 11 Shareholders' speeches

Shareholders who wish to speak during the meeting must produce an opinion slip detailing the topic, shareholder ID (or the attendance ID serial number) and shareholder's name. The order of shareholders' comments is determined by the chair.

The attending shareholders are considered to offer no statement if they only provide speech notes without giving a statement. In the event where the content of the statement is inconsistent with the speech note, the content of the statement should prevail.

Each shareholder must speak no more than two times, for 5 minutes each, on the same motion unless otherwise agreed by the chair. The chair may stop shareholders from speaking if they violate any terms of the policy or speak outside the discussed topic.

When an attending shareholder is making a statement, other shareholders cannot speak unless given permission by the chairman and the speaking shareholder. Violators must be halted by the chairman.

Where a corporate shareholder has appointed two or more representatives to attend the shareholders' meeting, only one representative may speak per motion.

After a shareholder has finished speaking, the chairperson may answer the shareholder's queries personally or appoint any relevant personnel to do so.

When convening a video shareholders' meeting, shareholders attending the virtual meeting online may raise questions in writing at the virtual meeting platform from the chair declaring the meeting open until the chair declares the meeting adjourned. No more than two questions for the same proposal may be raised. Each question must contain no more than 200 words. The regulations in Paragraphs 1 to 5 do not apply.

As long as questions raised in accordance with the preceding paragraph are not in violation of the regulations or beyond the scope of a proposal, it is advisable the questions be disclosed to the public on the virtual meeting platform.

Article 12 Calculation of voting shares and recusal system

Votes in a shareholders' meeting are vested based on the number of shares represented.

Shares that do not carry voting rights are excluded from the calculation of outstanding shares when voting for the final resolution.

Shareholders cannot vote or appoint proxies to vote on any motions that present a conflict between their own interests and the interests of the Company.

The number of shares held by shareholders who are not permitted to vote must be excluded from the calculation of total voting rights.

With the exception of trust enterprises and certain share transfer agencies approved by the authority, a proxy may not represent more than 3% of the total voting rights in aggregate when representing two or more shareholders during the meeting. Voting rights that exceed this threshold must be excluded from the calculation.

Article 13 Shareholders are entitled to one vote per share, except for shares that are subject to voting restrictions or situations outlined in Article 179, Paragraph 2 of the Company Act.

The Company must give shareholders the option to exercise voting rights in writing or using an electronic method during shareholders' meetings. Instructions for exercising voting rights in

writing or through electronic means must be stated clearly in writing on the meeting advice. Shareholders who have voted in writing or using the electronic method are considered to have attended the shareholders' meeting in person. However, they are considered to have waived their rights to participate in any special motion or any amendment to the original discussion that may arise during the shareholders' meeting. For this reason, the Company should avoid proposing special motions or amendments to the original motion where possible.

Instructions to exercise written and electronic votes must be delivered to the Company at least 2 days before the shareholders' meeting. In the event of duplicate submissions, the earliest submission must be taken into record. However, this excludes situations where a proper declaration is issued to withdraw the previous arrangement.

Shareholders who wish to attend the shareholders' meeting in person or through video conference after exercising their voting rights in writing or using electronic methods are required to withdraw their votes using the same method by which the vote was cast in the first place, and by no later than two days before the day of shareholders' meeting. The written/electronic vote must prevail if not withdrawn before the cutoff time. If a shareholder exercises their voting rights in writing or through electronic means and at the same time delegates a proxy to attend shareholders' meeting, the voting decision exercised by the proxy must prevail.

Unless otherwise regulated by the Company Act or stated in the Articles of Incorporation, a motion is passed when supported by shareholders representing more than half of total voting rights in the meeting. When voting, each motion shall be voted on by shareholders on a case-by-case basis. After the conclusion of the meeting, the number of votes for and against and the number of abstentions for each proposal shall be entered into the MOPS on the same day the meeting is held.

In cases where several amendments or alternative solutions have been proposed at the same time, the chair must determine the order in which proposals are to be voted on. If one of the proposals has been passed, the other proposals are viewed as rejected and no more voting will be conducted.

The chair must appoint ballot examiners and ballot counters to support the voting process. The ballot examiner must be a shareholder.

Motion and election votes are to be counted openly at the shareholders' meeting. Results of the vote, including the final tally, must be announced on-site and recorded in minutes.

When the Company convenes an online shareholders' meeting via video, after the chair declares the meeting open, shareholders attending the meeting through video conference must cast votes on proposals and elections on the virtual meeting platform before the chair announces the voting session ends or will be deemed abstained from voting.

In the event of an online shareholders meeting, votes must be counted at once after the chair announces the voting session has ended. The results of votes and elections must be announced immediately.

When the Company convenes a physical shareholders' meeting with the assistance of a video conference, if shareholders who have registered to attend the meeting online in accordance with Article 6 decide to attend the physical shareholders meeting in person, they must revoke their registration two days before the shareholders meeting in the same manner as they registered. If their registration is not revoked within the time limit, they may only attend the shareholders meeting online.

When shareholders exercise voting rights by correspondence or electronic means, unless they have withdrawn the declaration of intent and attended the shareholders meeting through video conference, except for extraordinary motions, they will not exercise their voting rights on the original proposals or make any amendments to the original proposals or exercise voting rights on amendments to the original proposal.

Article 14 Shareholders' meetings that involve elections of directors must proceed according to the Company's election policy. Results of the elections, including the list of elected directors and the numbers of votes with which they were elected, and the names of directors not elected and the number of votes they received must be announced on-site.

All ballots used in the above elections must be sealed and signed by the ballot examiner and held in proper custody for at least one year. However, if a shareholder raises a litigious claim against the Company in accordance with Article 189 of the Company Act, the abovementioned documents must be retained until the end of the litigation.

Article 15 Shareholders' meeting resolutions must be compiled into detailed minutes, signed or sealed by the chair and disseminated to all shareholders by no later than 20 days after the meeting. Preparation and distribution of meeting minutes can be made in electronic form.

The Company may disseminate meeting minutes by announcing details over MOPS.

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

Where convening a video shareholders' meeting, in addition to the particulars to be included in the meeting minutes as described in the preceding paragraph, the start time and end time of the shareholders' meeting, how the meeting is convened, the chair's and secretary's name, and

actions to be taken in the event of disruption to the video conference platform or participation in the meeting online due to natural disasters, accidents or other force majeure events, and how issues are dealt with must also be included in the minutes.

When convening a video shareholders' meeting, other than compliance with the requirements in the preceding paragraph, the Company must specify in the meeting minutes alternative measures available to shareholders with difficulties in participating in shareholders' meetings by video.

Article 16 Public disclosure

On the day of a shareholders' meeting, the Company must compile a statistical statement in the prescribed format of the number of shares obtained by solicitors through solicitation, the number of shares represented by proxies and the number of shares represented by shareholders attending the meeting by correspondence or electronic means, and must make an express disclosure of the same at the place of the shareholders' meeting. In the event of a virtual shareholders' meeting, the Company must upload the above information to the video conference platform at least 30 minutes before the meeting starts and keep this information disclosed until the end of the meeting.

During the Company's online shareholders' meeting, when the meeting is called to order, the total number of shares represented at the meeting must be disclosed on the virtual meeting platform. The same must apply whenever the total number of shares represented at the meeting and a new tally of votes is released during the meeting.

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

Article 17 Maintaining order at the meeting place

Staff handling the administrative affairs of a shareholders' meeting must wear identification cards or armbands.

The chair may instruct security staff to help maintain order in the meeting. While maintaining order in the meeting, all security staff are required to wear arm badges that identify their role as "Security."

For venues that are equipped with broadcasting equipment, the chair must halt any shareholder that makes statements from equipment not allocated by the Company.

Shareholders who violate the rules and disobey corrections by the chair to disrupt the meeting are asked to leave the venue and will be escorted out by the proctors or the security personnel.

Article 18 Recess and resumption of a shareholders' meeting

The chair may declare the meeting in recess at appropriate times. In the event of force majeure, the chair may suspend the meeting temporarily and resume at another time.

If the shareholders' meeting is unable to conclude all scheduled motions before the venue is due for return, participants may resolve to continue the meeting at an alternative location.

Shareholders may also resolve to postpone or resume the meeting within the next 5 days, according to Article 182 of the Company Act.

Article 19 In the event of a video shareholders' meeting, the Company must disclose the real-time results of votes and election immediately after the end of the voting session on the virtual meeting platform according to the regulations, and this disclosure must continue at least 15 minutes after the chair has announced the meeting adjourned.

Article 20 Location of the chair and secretary of virtual-only shareholders' meeting
When the Company convenes a virtual-only shareholders' meeting, both the chair and secretary must be in the same location, and the chair shall declare the address of their location when the meeting is called to order.

Article 21 Handling of disconnection
In the event of a virtual shareholders' meeting, the Company may offer a simple connection test to shareholders prior to the meeting, and provide relevant real-time services before and during the meeting to help resolve technical communication issues.

In the event of a video shareholders' meeting, when declaring the meeting open, the chair must also declare, unless under a circumstance where a meeting is not required to be postponed to or resumed at another time under Article 44-20, Paragraph 4 of the Regulations Governing the Administration of Shareholder Services of Public Companies, if the video conference platform or participation via the platform is obstructed due to natural disasters, accidents or other force majeure events before the chair has announced the meeting adjourned, and the obstruction continues for more than 30 minutes, the meeting must be postponed to or resumed on another date within five days, in which case Article 182 of the Company Act cannot apply.

For a meeting to be postponed or resumed as described in the preceding paragraph, shareholders who have not registered to participate in the affected shareholders meeting online cannot attend the postponed or resumed session.

For a meeting to be postponed or resumed under paragraph 2, the number of shares represented by and voting rights and election rights exercised by the shareholders who have registered to participate in the affected shareholders' meeting and have successfully signed in to the meeting, but do not attend the postponed or resumed session of the affected shareholders' meeting, must

be counted towards the total number of shares, number of voting rights and number of election rights represented at the postponed or resumed session.

During a postponed or resumed session of a shareholders' meeting held under paragraph 2, no further discussion or resolution is required for proposals for which votes have been cast and counted and results have been announced, or for lists of elected directors and supervisors.

When the Company convenes a physical shareholders' meeting with the assistance of a video conference, and the video conference cannot continue as described in paragraph 2, if the total number of shares represented by shareholders present at the meeting, after deducting the number of shares present by means of video participation, still reaches the quorum for the shareholders' meeting, then the shareholders' meeting must continue, and no postponement or resumption thereof under paragraph 2 is required.

Under the circumstances where a meeting should continue as in the preceding paragraph, the shares represented by the shareholders attending the meeting through video conference must be counted towards the total number of shares represented by shareholders present at the meeting, provided these shareholders must be deemed abstaining from voting on all proposals on meeting agenda of that shareholders' meeting.

When postponing or resuming a meeting in accordance with paragraph 2, the Company must handle the preparatory work based on the date of the original shareholders' meeting in accordance with the requirements listed under Article 44-20, Paragraph 7 of the Regulations Governing the Administration of Shareholder Services of Public Companies.

For dates or periods set forth under Article 12, second half and Article 13, Paragraph 3 of the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies, and Article 44-5, Paragraph 2, Article 44-15, and Article 44-17, Paragraph 1 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the Company must handle matters based on the date of the shareholders' meeting that is postponed or resumed under the paragraph 2.

Article 22 Handling of the digital divide

When convening an online shareholders' meeting, the Company must provide appropriate alternative measures available to shareholders with difficulties in participating in shareholders' meetings by video.

Article 23 These Rules take effect after having been submitted to and approved by a shareholders meeting. Subsequent amendments thereto must be effected in the same manner.

These Rules were established on August 20, 2021.

The first amendment was made on June 15, 2023.

<Appendix III>

Star Travel Corp.

Procedures for Election of Directors

2nd version; Amendment date: August 20, 2021

Article 1 For the fair, just, and open election of directors, these Procedures are established in accordance with the regulations of the “Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies.”

Article 2 The election of directors, unless otherwise specified by laws and regulations or the Company’s Articles of Incorporation, must be conducted in accordance with the terms of these Procedures.

Article 3 The selection of the Company’s directors must take into consideration the overall composition of the Board of Directors. The composition of the Board of Directors shall be determined by taking diversity into consideration, and an appropriate policy on diversity based on the Company’s business operations, operating dynamics, and development needs shall be formulated that includes but is not limited to the following two general standards:

- I. Basic requirements and values: Gender, age, nationality, culture, etc.
- II. Professional knowledge and skills: Professional background (such as law, accounting, industry, finance, marketing or technology), professional skills and industry experiences.

Each board member must have the necessary knowledge, skills and experience to perform their duties. The abilities that must be present in the board as a whole are as follows:

- I. Operational judgment ability.
- II. Accounting and financial analysis ability.
- III. Management administration ability.
- IV. Crisis management ability.
- V. Industry knowledge.
- VI. International market perspective.
- VII. Leadership ability.
- VIII. Decision-making ability.

More than half of the directors shall be persons who have neither a spousal relationship nor a relationship within the second degree of kinship with any other director. The Company's Board of Directors will consider adjusting the composition of the board members based on the performance appraisal results.

Article 4 If the Company has established an audit committee, the election of supervisors will not take place.

Article 5 The qualifications of the Company's independent directors shall comply with Articles 2, 3 and 4 of the "Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies."

The election of the Company's independent directors shall comply with Articles 5, 6, 7, 8 and 9 of the "Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies" and be handled according to the "Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies."

Article 6 The election of the Company's directors must be conducted in accordance with the candidate nomination system and procedures set out in Article 192-1 of the Company Act.

When the number of directors falls below five due to the dismissal of a director for any reason, the Company shall hold a director by-election at the next shareholders' meeting.

When the number of directors falls short by one-third of the total number prescribed by the Articles of Incorporation, the Company shall convene a special shareholders' meeting within 60 days of the occurrence of the fact to hold a director by-election.

When the number of independent directors is lower than the requirement under Paragraph 1 of Article 14-2 of the Securities and Exchange Act, an independent director by-election shall be held at the next shareholders' meeting. When all independent directors have been dismissed, the Company shall convene a special shareholders' meeting within 60 days of the occurrence of the fact to hold a director by-election.

Article 7 The Board of Directors must prepare separate ballots for directors in numbers corresponding to the directors to be elected. The number of voting rights on each ballot must be specified on the ballots and then distributed to the attending shareholders at the shareholders' meeting. Attendance card numbers printed on the ballots may be used instead of recording the names of voting shareholders.

Article 7-1 The election of directors shall adopt the cumulative voting system. When electing directors, each share shall be vested with voting rights equal to the number of directors to be elected. These voting rights may be concentrated on one candidate or split among multiple candidates.

Article 8 The quota of the Company's directors will be specified in the Company's Articles of Incorporation, with voting rights separately calculated for directors and independent directors. Those receiving ballots representing the highest numbers of voting rights will be elected sequentially according to their respective numbers of votes. When two or more persons receive the same number of votes, exceeding the specified number of positions, they shall draw lots to determine the winner, with the chair drawing lots on behalf of any person not in attendance.

Article 9 Before the election begins, the chair will appoint several persons with shareholder status to perform the respective duties of vote monitoring and counting personnel. The ballot boxes must be prepared by the Board of Directors and publicly checked by the vote monitoring personnel before voting commences.

Article 10 Deleted.

Article 11 Deleted.

Article 12 A ballot is invalid under any of the following circumstances:

- I. The ballot was not prepared by a person with the power to convene the meeting.
- II. A blank ballot is placed in the ballot box.
- III. The writing is unclear and indecipherable or has been altered.
- IV. The candidate whose name is entered on the ballot does not conform to the director candidate list.
- V. Other words are entered in addition to the number of voting rights allotted.

Article 13 Upon completion of the ballot casting process, the ballots shall be opened on the site. The chair or a person designated shall announce the outcome of the election, including the names of those elected as directors and the number of votes with which they are elected.

All ballots used in the above elections must be sealed and signed by the ballot examiner and held in proper custody for at least one year. However, if a shareholder raises a litigious claim against the Company in accordance with Article 189 of the Company Act, the abovementioned documents must be retained until the end of the litigation.

Article 14 The Company's Board of Directors must issue notifications to the directors elected.

Article 15 These Procedures take effect after being submitted to and approved by the shareholders' meeting. Subsequent amendments are effected in the same manner.

Article 16 Matters not covered by these Procedures are handled in accordance with the Company Act and relevant laws and regulations.

Article 17 These Procedures were established on January 31, 2011.
First amendment on August 20, 2021.

<Appendix IV>

TSG Star Travel Corp.
All Directors' Shareholding

Position	Name		Current shareholding (Note 1)	
			Number of shares	Ratio
Chairperson	Yu-Lin Ho		1,345,163	1.957%
Director	Taiwan Health & Exercise Investment Co. Ltd. Representative:	Hsueh-Ying Yeh	2,750,000	4.000%
		Yi-Jin Hsieh	2,750,000	4.000%
		Wen-Fang Hsieh	2,750,000	4.000%
		Yi-Ching Wu	2,750,000	4.000%
Independent Director	Ren-Jie Hong		0	0.000%
	Yu-Ting Hung		0	0.000%
	Hou-Dian Chen		0	0.000%
Total			4,095,163	5.957%

[Note]

1. Shareholdings of individual and all directors recorded in the shareholder register as of the date of suspension of share transfer (July 16, 2024) for the 2024 annual first extraordinary meeting of shareholders.
2. The regulated legal amount for the Company's current directors is as follows:
 - (1) Total outstanding shares on July 16, 2024: 68,742,100 ordinary shares.
 - (2) The legal number of shares to be held by all directors is 5,499,368 shares. The number of shares held by all directors as of July 16, 2024, is 4,095,163 shares.
 - (3) The Company has an Audit Committee. Thus, the legal number of shares to be held by supervisors is not applicable.
 - (4) The shares held by all directors of the Company are in compliance with the standard prescribed in the "Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies."



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