

TSG Star Travel Corp.

2024 First Special Shareholders' Meeting Minutes

Time : 9:00a.m., August 14, 2024 (Wednesday)

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)

Number of Shares in Attendance :

Attending shareholders and proxies represented 55,327,771 shares, including 50,043,657 shares through electronic voting. This accounts for 80.48% of the total 68,742,100 outstanding shares of the Company, after deducting non-voting shares as required in Article 179 of the Company Act.

Directors Present:

Yu-Lin Hou, Hsueh-Ying Yeh, Yu-Ting Hung

Chairman : Yu-Lin Hou, Chairman of the Board of Directors

Recorder : Yi-Cheng Chiu

One. Call to Order :

The aggregate shareholding of the shareholders present constituted a quorum. The Chairman called the meeting to order.

Two. Chair Remarks : Omitted.

Three. Election Matters

<Proposal 1>

[Summary] By-election of one director.

[Proposed by the Board of Directors]

[Explanation]

- I. Due to the current vacancy of one director seat, a by-election is planned for the first special shareholders meeting of this year.
- II. The term of office for the newly elected director will commence on the date of election and will be from August 14, 2024 to November 22, 2025.
- III. The company's director election uses a candidate nomination system. The "Director Candidate List" was reviewed and approved by the Board of Directors on July 17, 2024 as shown on Attachment I.

[Resolution]

Title	Name	Elected Number of Votes
Director	E-TOP METAL CO., LTD.	52,353,849

[Proceedings] No questions from shareholders.

Four. Other Motions

< Proposal 1 >

[Summary] Release of the non-compete restriction on the new director and their representatives.

[Proposed by the Board of Directors]

[Explanation]

- I. According to Article 209 of the Company Act, directors must obtain shareholder approval for any non-competition behavior. In response to the company's business needs, we plan to propose at the shareholders' meeting that the newly elected director be permitted to engage in activities that fall within the company's business scope. This applies to the director itself, as well as to any legal person or representatives designated by the legal person.
- II. We plan to request the special shareholders 'meeting to agree to lift the non-competition restrictions on the newly elected director and their representatives.

[Resolution]

Voting results	Votes(votes)	Total shares represented at the time of voting(%)
Votes in favor (including 50,027,387 votes casted electronically)	52, 366, 175	94. 647179
Votes against (including 180 votes casted electronically)	180	0. 000325
Votes abstained (including 16,090 votes casted electronically)	2, 961, 416	5. 352496
Votes invalid	0	0

[Proceedings] No questions from shareholders.

Five. Extraordinary Motions : There is no other business and special motion.

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