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# **TZE SHIN INTERNATIONAL CO., LTD.**

## **2025 Annual Report**

**Publication Date: April 06, 2026**

## I. Spokesperson and acting spokesperson of the Company

Spokesperson and Deputy Spokesperson	Title	Telephone	Email Address
Name of the spokesperson: Hsiu-Chi Chen	General Manager	(02)2509-0036	red.chen@tsgroup.com.tw
Name of the deputy spokesperson: Yen-Wen Lin	Assistant Manager of Business Planning Office	(02)2509-0036	vivian.lin@tsgroup.com.tw

## II. Address and Tel of Headquarters, Branches, and Plants

Departments	Address	Telephone
Headquarters	6F., No. 206, Sec. 3, Civic Blvd., Da'an Dist., Taipei City 106081, Taiwan (R.O.C.)	(02)2509-0036

## III. Stock transfer agency

Name: President Securities Corporation

Address: 1F., No.8, Dongxing Rd., songshan Dist., Taipei 105, Taiwan(R.O.C.)

Tel: (02)2747-8266

Website: www.pscnet.com.tw

## IV. CPAs certifying the latest financial statements

Name of CPA Firm :Deloitte Touche Tohmatsu Limited

Name of CPAs: Han-ni Fang, Chao-yu Chen

Address: 20F, No. 100, Songren Rd.,Xinyi Dist., Taipei 110, Taiwan(R.O.C.)

Tel: (02)2725-9988

Website: www.deloitte.com.tw

## V. Overseas Securities Exchange Where Securities are Listed and Method of Inquiry: None

## VI. Company Website: www.tsgroup.com.tw

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# One. Letter to Shareholders

## — 、 2025 Business Report

### 1. 2025 Business Report

As global inflationary pressures eased and demand for innovative applications such as artificial intelligence (AI) remained strong, global trade in goods experienced a moderate recovery. However, the accompanying challenges related to information security and fraud prevention have become critical variables that enterprises cannot overlook in protecting their reputation and maintaining operational stability. In addition, the escalation of geopolitical conflicts and developments in national economic and trade policies, particularly potential changes in reciprocal tariff policies, may increase cost pressures on the global supply chain. In response to uncertainties such as risk avoidance on international shipping routes and changes in port transshipment routes, enterprises must adopt more diversified contingency solutions. Although the reconfiguration of logistics routes has increased transportation costs, it has also driven the global economy to seek transformation amid instability, demonstrating strong adaptability.

Regarding the domestic economy, benefiting from the leading advantages of the AI and semiconductor industries, both total export value and the capital market reached record highs in 2025, driving the economic growth rate to a recent peak. With the full return of cross-border travelers, the tourism industry has steadily recovered and implemented financial stabilization measures, and the Tourism Development Fund has successfully repaid past borrowings. However, the housing market is facing a correction. As the number of residential occupancy permits issued reached a nearly 29-year high, a large wave of property completions significantly increased supply, causing the market to face substantial selling pressure amid cooling demand. In response to the downward correction in the housing market and tightened mortgage lending by banks, the market has exhibited a situation of declining transaction volume and gradually falling prices. Central bank policy has also shifted toward precise control and guidance of fund usage to avoid adversely affecting urban renewal and corporate investment.

In response to environmental changes, the Company adheres to the operating principles of "pursuit of excellence, sustainable operation", "integrity, and top service for customers", and actively optimizes the operating performance of each business unit. During the current year, the tourism hotel business implemented strategic transformation by introducing well-known brands to carry out outsourced food and beverage operations. Through brand synergy, assets were effectively revitalized and operational space efficiency was maximized. Following the successful strategic transformation, revenue from the tourism hotel business has officially become the primary source of revenue for the Tze Shin Group. The construction business focuses on the rigid demand market. To ensure the structural safety of the "Tze Shin Yun Li" project in Zhunan Township, Miaoli County, and to implement refined construction procedures, rigorous inspection standards have been adopted, and the project has now entered the completion inspection stage. The inland transportation business continues to adhere to the operating principles of "safe, prompt, and reliable," maintaining a diligent and responsible attitude and a spirit of continuous improvement to sustain stable performance in a changing logistics environment.

For 2025, the consolidated operating revenue was NT\$672,112 thousand, an decrease of NT\$15,026 thousand compared with NT\$687,138 thousand in the previous year, and the rate of decrease was 2%; the operating net income is NT\$11,436 thousand, a increase of NT\$27,979 thousand from the previous year's operating net loss of NT\$16,543 thousand; the net income after tax was NT\$115,666 thousand, a decrease of NT\$211,794 thousand from the previous year's net income after tax of NT\$327,460

thousand.

(II) Budget implementation:

In accordance with the "Regulations Governing the Publication of Financial Forecasts of Public Companies", the Company is not required to disclose the 2025 financial forecast information, so there is no explanation of the 2025 budget execution status.

(III) Financial income and expenditure analysis: Please refer to page 87.

(IV) Profitability analysis:

Item		Year	2025	2024
Profitability	Return on asset (%)		2.66	7.49
	Return on equity (%)		3.25	9.68
	Net income before tax to paid-in capital ratio (%)		5.74	17.90
	Net profit margin (%)		14.68	45.17
	Earnings per share (in NTD)		0.52	1.64

(V) Research and development status: Please refer to page 69.

## II. 2026 Business Plan Overview

(I) Operating guidelines:

1. With our expertise in container transportation, we aim to gradually expand operational efficiency, continuously create opportunities for cross-industry opportunities, and provide value-added services. We strive to break the limitations of traditional freight transportation models and tap into a wider range of services.
2. We will continue to carefully evaluate suitable cases for planning and construction, create high-quality and well-received residential properties locally, and achieve excellent operational results through diversified development of our construction business.
3. We focus on the good operation and sound management of Miramar Garden Taipei, and continue to deepen the brand value and enhance management efficiency.

(II) Projected sales volume and the basis:

The Company is mainly engaged in freight and catering services. Since the main income comes from freight and catering services, it is not appropriate to use sales volume as the basis for measurement. Based solely on the analysis and assessment of the overall economic and market environment, existing contracts, and established business plans and promotion goals, the overall service volume for 2026 should remain the same.

(III) Important production and sales policies:

1. For transportation services, other than consolidating the business relationships with existing clients and maintaining the stable operation of the transportation department, we will continuously seek new opportunities for cross-industry cooperation and provide value-added services.
2. In terms of construction business, we are committed to the development, planning, and construction of plant offices, shopping malls, and residential buildings. Currently, we are focusing on the area surrounding the government's "Taoyuan-Hsinchu-Miaoli Greater Silicon Valley Plan," prioritizing the planning of high-quality commercial offices and boutique residences to capitalize on the benefits of the influx of high-tech talent.
3. In terms of tourism hotel business, the professional team of Miramar Hospitality Co., Ltd. will continue to provide high-quality business travel services.

### **III. Future development strategy**

We are a traditional transportation service provider. To maintain profitability and disperse operational risks, we undertake a path of diversification and internationalization. The following is an overview of our strategies for future business development:

1. We will consolidate existing customers and develop new types of customers, and we will be committed to real estate development and construction to actively create operational performance.
2. Other than continuing to provide superior travel hospitality, our investment in "Miramar Hospitality Co., Ltd." will also create greater profits for our shareholders. Furthermore, we will actively cultivate talent in the hospitality industry and adjust the organizational structure to meet the operational and management needs for brand development strategies.

### **IV. Impacts from external competition, regulatory environment and macroeconomic environment**

1. External competition: Domestic manufacturers have strong demand for cargo logistics, container transport and warehousing operators have seen a significant increase in loading and unloading volumes, and the rental of factory offices and warehouses in the port area has also increased. The return of Taiwanese businessmen has brought about huge demand for factory leasing and warehousing, and the future is full of business opportunities. In addition, the overall tourism industry has been helped by the government's continuous promotion of the opening of the tourism policy, which helps to drive the demand for the accommodation service industry.
2. Regulatory environment: All our businesses are operated in compliance with relevant regulations and laws.
3. Overall Operating Environment: In response to external variables such as energy and supply chain fluctuations arising from geopolitical conflicts, as well as labor shortages, Taiwan will face imported inflationary pressures. The Company will accelerate asset revitalization and is committed to implementing a comprehensive quality management system and reducing operating costs in order to create maximum benefits for customers.

Looking ahead to 2026, the Company will actively develop potential locations and construction dividend areas across Taiwan, and will maximize the value of land resources through self-development projects, urban renewal, or joint development projects. The tourism business will continue to deepen brand value and enhance management efficiency to achieve high operational profitability performance. In response to global changes, the Company will implement energy-saving measures to align with carbon reduction trends and will continue to strengthen the diversity and independence of the Board of Directors; at the same time, digital management will be introduced to enhance efficiency. Leveraging a sound financial structure, the Company will create long-term value for all shareholders amid challenges, and expresses its gratitude to all shareholders for their long-term support and encouragement.

**Wishing you good health and all the best.**

**Chairman: Chun-Fa Huang**

## Two. Corporate Governance Report

### I. Information of Directors, President, Vice Presidents, Associate Vice Presidents, Managers of Departments and Branches:

#### (I) Director

##### Director information (I)

April 6, 2026

Title	Nationality or registration place	Name	Gender/Age	Elected (inaugurated) date	Term	First election Date of appointment	Shareholdings at the time of elected office		Current shareholdings		Current shareholdings of spouse/minors		shareholdings in the name of others		Main work experience or educational background	Current adjunct positions at the Company and other companies	Spouse or other managers, directors or supervisors within the second degree of kinship			Remarks
							Shares	Shareholdings	Shares	Shareholdings	Shares	Shareholdings	Shares	Shareholdings			Job title	Name	Relationship	
Chairman		Durban Development Co., Ltd.	—	June 30, 2023	3 years	June 22, 2017	6,446,451	3.41	6,446,451	3.41	0	0.00	0	0.00	--	--	--	--	--	None
	ROC	Representative: Chun-Fa Huang	Male 61~70	June 30, 2023	3 years	May 27, 1999	0	0.00	0	0.00	0	0.00	0	0.00	International Trade, Hsing Wu University Chairman, Durban Development Co., Ltd. (Durban Development)	Note 1	Director	Chun-Tsao Huang	Brothers	None
Vice Chairman		TienPin Development Co., Ltd.	—	June 30, 2023	3 years	June 17, 2014	43,791,000	23.17	43,761,000	23.15	0	0.00	0	0.00	--	--	--	--	--	None
	ROC	Representative: Ming-Tan Hsu	Male 51~60	June 30, 2023	3 years	May 16, 1996	722	0.00	722	0.00	1,100	0.00	0	0.00	MBA, University of Kansas, USA	Note 2	Director	Wei-Te Hsu	Brothers	None
Director		Durban Development Co., Ltd.	—	June 30, 2023	3 years	June 22, 2017	6,446,451	3.41	6,446,451	3.41	0	0.00	0	0.00	--	--	--	--	--	None
	ROC	Representative: Chun-Tsao Huang	Male 61~70	June 30, 2023	3 years	Note 6	0	0.00	0	0.00	0	0.00	0	0.00	MBA, Department of Information Management, National Taiwan University President, Athena Information Systems International Co., Ltd.	Note 3	Chairman	Chun-Fa Huang	Brothers	None
Director		TienPin Development Co., Ltd.	—	June 30, 2023	3 years	June 17, 2014	43,791,000	23.17	43,761,000	23.15	0	0.00	0	0.00	--	--	--	--	--	None
	ROC	Representative: Wei-Te Hsu	Male 51~60	June 30, 2023	3 years	Note 7	1,279	0.00	1,279	0.00	0	0.00	0	0.00	MBA, Washington State University, USA	Note 4	Vice Chairman	Ming-Tan Hsu	Brothers	None
Independent Director	ROC	Chui-Ming Peng	Male 71~75	June 30, 2023	3 years	June 22, 2017	0	0.00	0	0.00	0	0.00	0	0.00	Department of Economics, National Taiwan University Director and Founder of Commercial Times	--	None	--	--	None
Independent Director	ROC	Sheng-Yu Liang	Male 61~70	June 30, 2023	3 years	June 22, 2017	0	0.00	0	0.00	0	0.00	0	0.00	MBA, National Cheng Chi University Manager, DHL Express (Taiwan) Corp.	--	None	--	--	None
Independent Director	ROC	Jui-Hsiang Huang	Male 61~70	June 30, 2023	3 years	June 24, 2020	0	0.00	0	0.00	0	0.00	0	0.00	Master, Department of Accounting, National Cheng Chi University President, Fei Da Enterprise Management Co., Ltd.	Note 5	None	--	--	None

Note 1: Chairman of Mayer Steel Pipe Corporation, Chairman of Mayer Inn, Chairman of Mei Kong Development Co., Ltd., Chairman of Du Centre Co., Ltd., Chairman of The Sincere Department Store Ltd, Chairman of Miramar Resort Co., Ltd., Chairman of Ing Shuen Construction Co., Ltd., Director of Durban Development Co., Ltd., Director of Miramar Hotel Taipei Co., Ltd., Director of Yuan Chuan Steel Co., Ltd., Director of SLT Co., Ltd., Director of Taiwan Navigator Asset Investment Co., Ltd., Supervisor of De Wei Investment Co., Ltd.

Note 2: Chairman of Miramar Hospitality Co., Ltd., Chairman of Hsin Hai Transportation & Terminal Co., Ltd., Director of Miramar Resort Co., Ltd.

Note 3: Chairman of Yi Hung Investment Co., Ltd., Chairman of Become Co., Ltd., Director of Mayer Steel Pipe Corporation, Director of Miramar Hospitality Co., Ltd., Director of De Wei Investment Co., Ltd., Director of Du Centre Co., Ltd., Director of Miramar Hotel Taipei Co., Ltd., Director of Athena Information Systems International Co., Ltd., Supervisor of Jun An Information Co., Ltd., Supervisor of Miramar Resort Co., Ltd., Supervisor of Yuan Chuan Steel Co., Ltd., Supervisor of Durban Development Co., Ltd., Supervisor of Mei Kong Development Co., Ltd.

Note 4: Director of Hsin Hai Transportation & Terminal Co., Ltd.

Note 5: Independent director of Allis Electric Co., Ltd., Independent director of Gigastone Corporation, Independent director of AMAZING Microelectronic Corporation, Chairman of Fei Da Enterprise Management Co., Ltd., Supervisor of Faspro Systems Co., Ltd.

Note 6: First appointed as director of the Company on June 24, 2020; first appointed as supervisor of the Company on June 17, 2005.

Note 7: First appointed as director of the Company on June 24, 2020; first appointed as supervisor of the Company on May 27, 1999.

**Table 1: Major Shareholders of Corporate Shareholders**

April 6, 2026

Name of legal shareholder (Note 1)	Major shareholding of legal shareholder (Note 2)
Durban Development Co., Ltd.	Miramar Hotel Co., Ltd. (24.67%), De Wei Investment Co., Ltd. (23.14%), Sincere Department Store Co., Ltd. (22.29%), Yuan Chuan Steel Co., Ltd. (16.60%), Mayer Steel Pipe Corporation (4.69%), I-Yun Hung (3.81%), Hsiu-Mei Huang (1.14%), Yung-Lun Huang (0.70%), Yu-hung Investment Co., Ltd. (0.28%), Cheng-Pi Lin (0.27%)
TienPin Development Co., Ltd.	Li-E Chang (43.37%), Yen-Wen Lin (26.14%), Wei-Te Hsu (21.07%), Northern Regional Branch, National Property Administration (8.32%), Tien Ding Co., Ltd. (1.03%), Ling-Yi Hsu (0.07%)

Note 1: For directors who are a representative of a corporate shareholder, the name of the corporate shareholder shall be disclosed.

Note 2: Names and shareholdings of key shareholders (top ten in terms of shareholding) of corporate shareholders shall be disclosed. If the key shareholder is a corporate entity, Table 2 shall be filled in.

**Table 2: Major Shareholders of Corporate Shareholders who are Major Shareholders Specified in Table 1**

April 6, 2026

Name of Corporate Shareholder	Major Shareholders of Corporate Shareholder
Miramar Hotel Taipei Co., Ltd.	De Wei Investment Co., Ltd. (46.97%), I-Yun Hung (16.43%), Kai-Sheng Huang (11.72%), Hsiu-Mei Huang (11.59%), Yung-Chieh Huang (6.14%), Kai-Hsin Huang (1.77%), Cheng-Yuan Li (1.62%), Mei-Fang Lu (1.62%), Wei-Li Cheng (1.41%), Chun-Wei Huang (0.71%)
De Wei Investment Co., Ltd.	Miramar Hotel Taipei Co., Ltd. (79.26%), Hsiu-Mei Huang (10.60%), Cheng-Yuan Li (9.86%), Yung-Lun Huang (0.14%), Chia-Yu Huang (0.07%), Chia-Hung Huang (0.07%)
The Sincere Department Store Ltd.	Durban Development Co., Ltd. (41.06%), De Wei Investment Co., Ltd. (23.06%), Durban Dive Corporation (18.95%), Du Centre Co., Ltd. (12.08%), Yung-Chieh Huang (1.25%), Wei-Li Cheng (1.17%), Yu Hung Investment Co., Ltd. (0.99%), Ta-Yao Lo (0.53%), Ting-Jun, Ma Wu (0.53%), Yung-Lun Huang (0.15%)
Yuan Chuan Steel Co., Ltd.	Miramar Hotel Taipei Co., Ltd. (100.00%)
Mayer Steel Pipe Corporation	Yuan Chuan Steel Co., Ltd. (16.61%), Tze Shin International Co., Ltd. (7.64%), Xian Da Investment Co., Ltd. (7.29%), Miramar Hotel Taipei Co., Ltd. (3.67%), Yuan Da Investment Co., Ltd. (2.61%), Jian Yu Xing Ye Co., Ltd. (1.14%), Durban Development Co., Ltd. (0.77%), Kang-Ning Lin (0.76%), Bin Lin (0.71%), Bin-Heng Lin (0.59%)
Yu-hung Investment Co., Ltd.	Cheng-Yuan Li (89.50%), Chia-Hung Huang (2.25%)
Tien Ding Co., Ltd.	TienPin Development Co., Ltd. (89.39%), Yen-Wen Lin (10.59%), Li-E Chang (0.01%), and Hsiao-Chu Chien (0.01%)

## Directors' Information (II)

### I. Professional qualifications and disclosure of information on the independence of independent directors:

April 6, 2026

Requirements Name	Professional qualifications and experience (Note 1)	Independence status (Note 2)	Concurrently as an independent director to other public companies
Chairman Representative of Durban Development Co., Ltd.: Chun-Fa Huang	International Trade, Hsing Wu University Chairman of Tze Shin International Co., Ltd., Durban Development, and Mayer Steel Pipe Corporation; more than five years of working experience in commerce and sales	Non-independent Director	0
Vice Chairman Representative of TienPin Development Co., Ltd.: Ming-Tan Hsu	MBA, University of Kansas, USA Vice Chairman of Tze Shin International Co., Ltd. and Chairman of Miramar Hospitality Co., Ltd. and Hsin Hai Transportation & Terminal Co., Ltd.; more than five years of experience in commerce, accounting or finance, and background needed for the business	Non-independent Director	0
Director Representative of Durban Development: Chun-Tsao Huang	MBA, Department of Information Management, National Taiwan University Director of Tze Shin International Co., Ltd.; President of Athena Information Systems International Co., Ltd.; director of Mayer Steel Pipe Corporation and Miramar Hospitality Co., Ltd.; more than five years of experience in commerce and information technology and background needed for the business	Non-independent Director	0
Director Representative of TienPin Development Co., Ltd.: Wei-Te Hsu	MBA, Washington State University, USA Director of Tze Shin International Co., Ltd. and Hsin Hai Transportation & Terminal Co., Ltd.; more than five years of experience in commerce and background needed for the business	Non-independent Director	0
Independent Director Chui-Ming Peng	Department of Economics, National Taiwan University Member of the Audit Committee and Compensation Committee He has served as the CEO of Times Education Foundation and the President and Publisher of Commercial Times for a total of more than 15 years, and has more than five years of work experience in business and corporate affairs. None of the situations described under Article 30 of the Company Act	Meets independence requirements There are none of the situations described Note 2, and the Declarations from the independent director (when elected and during the office term) has been obtained to verify the independence required by laws (when elected and during the office term)	0
Independent Director Sheng-Yu Liang	MBA, National Cheng Chi University Convener of the Audit Committee and Compensation Committee Over fifteen years of experience as former president of Mei Zhong Logistics Company and manager of DHL Express (Taiwan) Corp.; more than five years of experience in commerce and background needed for the business None of the situations described under Article 30 of the Company Act	Meets independence requirements There are none of the situations described Note 2, and the Declarations from the independent director (when elected and during the office term) has been obtained to verify the independence required by laws (when elected and during the office term)	0
Independent Director Jui-Hsiang Huang	Master, Department of Accounting, National Cheng Chi University Member of the Audit Committee He has served as the general manager of the audit service department of Crowe Accounting Firm and the general manager of Fei Da Enterprise Management Co., Ltd. for a total of more than 25 years. He has business, accounting or financial expertise and more than five years of work experience required for the Company's business. He also serves as an independent director of Allis Electric Co., Ltd. None of the situations described under Article 30 of the Company Act	Meets independence requirements There are none of the situations described Note 2, and the Declarations from the independent director (when elected and during the office term) has been obtained to verify the independence required by laws (when elected and during the office term)	3

Note 1: Professional qualifications and experience: Specify the professional qualifications and experience of each individual director and supervisor. If serving as a member of the Audit Committee and possessing accounting or financial expertise, the accounting or financial

background and work experience shall be specified, and it shall also be stated whether none of the circumstances set forth in Article 30 of the Company Act apply.

Note 2: Independent directors shall state the circumstances that qualify as independent, including but not limited to whether they, their spouse, or their relatives within the second degree of kinship serve as directors, supervisors, or employees of the Company or its affiliated companies; the number and proportion of company shares held by them, their spouse, or their relatives within the second degree of kinship (or using the names of others); whether they serve as directors, supervisors, or employees of companies with specific relationships with the Company (refer to Article 3, Paragraph 1, Subparagraphs 5 to 8 of the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies); and the amount of remuneration received for providing business, legal, financial, accounting, and other services to the Company or its affiliated companies in the past two years.

## II. Diversity and Independence of the board:

### (I) Implementation of Diversity Policy of the Board

- Chapter 3 "Strengthening the Functions of the Board of Directors" of the Company's "Corporate Governance Code of Practice" provides the diversity policy. The nomination and election of members of the board of directors of the Company follows the provisions of the its Articles of Association and adopts the candidate nomination system. In addition to evaluating the qualifications of each candidate's education and work experience and referring to the opinions of interested parties, the Company also abides by the "Guidelines for Director Election" and "Corporate Governance Code of Practice" to ensure the diversity and independence of directors and there has been no such thing as stated in Article 30 of the Company Act.
- All directors of the Company have professional backgrounds including industrial experience and professional capabilities in finance and accounting, etc., which meet the management objectives of the diversity policy of the board of directors. The diversity policy of the board of directors is as follows, whose content is also disclosed on the Company's official site and Market Observation Post System (MOPS).

Core items of diversity	Basic							Professional background, knowledge and skills										
	Nationality	Gender	Serving as the Company's employee concurrently	Age			Independent directors' term of office and seniority			Business judgment	Accounting	Financial	Operation and management	Crisis management	Industry knowledge	Information technology	International market insight	Leadership and decision-making
				Below 60	61-70	70 and above	Below 3 years	4 to 9 years	More than 9									
Director Name																		
<b>Chun-Fa Huang</b>	ROC	Male	V		V					V		V	V	V	V		V	V
<b>Ming-Tan Hsu</b>	ROC	Male	V	V						V	V	V	V	V			V	V
<b>Chun-Tsao Huang</b>	ROC	Male			V							V		V	V			V
<b>Wei-Te Hsu</b>	ROC	Male		V							V	V			V		V	
<b>Sheng-Yu Liang</b>	ROC	Male			V			V		V	V		V		V		V	
<b>Chui-Ming Peng</b>	ROC	Male				V		V			V		V				V	
<b>Jui-Hsiang Huang</b>	ROC	Male			V			V		V	V	V						V

- The board of the Company is composed of seven directors; 2 of whom are employees, accounting for 29%, and 3 of whom are independent directors, accounting for 43%. The three independent directors have served for 4 to 9 years, 3 of whom are over 65 years old, 3 of whom are between 64 and 55 years old, and 1 of whom is between 50 and 55 years old. The Company attaches great importance to gender equality in the composition of the Board of Directors. In order to increase the participation of female and their entry into the decision-making level, the Company adopts a step-by-step approach, with a target ratio of female directors of more than 28%. In the future, the Company will plan to increase the number of female directors to achieve its goal.

4. The reasons why the number of directors of the same gender on the Board of Directors of the Company does not reach one-third and the measures to be taken to improve the gender diversity of directors are as follows:
  - (1) Description: The Company has 7 directors in accordance with its Articles of Incorporation. The current directors have been elected by the shareholders' meeting on June 30, 2023. However, less than one-third of the directors are female. Due to the characteristics of the industry, it is difficult to find talents in a short period of time.
  - (2) Countermeasures: Before the term of the Board of Directors expires, we will seek recommendations from various channels such as industry or schools to improve corporate governance and implement a policy of diversification of board members.
5. The specific management objectives and achievement of the diversity policy of the board of directors are as follows:

Management Objectives	Progress of Achievement
The number of independent directors is more than one-third of the total number of directors	Achieved
The number of directors concurrently serving as the officers of the Company shall not exceed one-third of the total number of directors	Achieved
The term of office of independent directors does not exceed three terms	Achieved
Sufficient and diverse professional knowledge and skills	Achieved

(II) Independence of the Board of Directors

1. The Company currently has 7 directors in which there are 3 independent directors (accounting for 43% of the total seats of director). When independent directors are elected and during their tenure, their qualifications will be examined and reviewed according to the checklist and the statement will be issued. Our independent directors all satisfy the requirements stated in Article 2 of the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies which require that the independent director shall have at least five years of work experience in business, legal affairs, finance, accounting or those required for company business and our independent directors have no circumstances mentioned in Article 3 of the same Regulations during the two-year period before the election and during their tenure, allowing them to maintain the independence when performing their duties.
2. The members of the board of directors all meet the requirements of Article 26-3 of the Securities and Exchange Act. There shall be more than half of the total directors having no relationship of spouses or kinship within the second degree with each other. Please refer to page 4 for Director Information (I).

## (II) Information of President, Vice-President, Associate Vice-President, Supervisors of Departments and Branches

April 6, 2026

Title	Nationality	Name	Gender	Elected (inaugurated) date	in the name of others		Shareholdings of spouse/minors		shareholdings in the name of others		Main work experience or educational background	Concurrent Position in the Company or other Companies	Managers who are spouses or have a relationship within the second degree of kinship			Notes (Note 1)
					Shares	Shareholdings	Shares	Shareholdings	Shares	Shareholdings			Job title	Name	Relationship	
Vice Chairman Concurrently serves as the head of the Transportation Division and New Business Division	ROC	Ming-Tan Hsu	Male	August 11, 2023	722	0	1,100	0	0	0	University of Kansas MBA	Chairman of Hsin Hai Transportation and Miramar Garden Taipei; Director of Miramar Resort	None	None	None	None
President Concurrently serves as the head of corporate governance, management department, and information department	ROC	Hsiu-Chi Chen	Male	August 13, 2024	0	0	0	0	0	0	Master of Finance from National Taiwan University (EMBA) Tung Ho Steel Enterprise Corp. Associate Manager of Investment Department	-	None	None	None	None
Officer Finance Manager	ROC	Zong-Yu Wu (Note 2)	Male	January 1, 2026	0	0	0	0	0	0	Soochow University Bachelor of Accounting, School of Business Manager, Ernst & Young Taiwan	-	None	None	None	None

Note 1: Where the chairperson of the board of directors and the general manager or person of an equivalent post (the highest level officer) are the same person, spouses, or relatives within the first degree of kinship, an explanation shall be given of the reason, reasonableness, and necessity thereof, and the measures adopted in response thereto (such as increasing the number of independent directors and no more than half of the directors concurrently serving as employees or officers).

Note 2: Assistant Manager Zong-Yu Wu was promoted to Manager on January 1, 2016, and became the head of the Finance Department.

## II. Remuneration paid to directors, president and vice president in the most recent year

### (I) Remuneration for directors

Unit: NT\$ thousand

Job title	Name	Directors' Remuneration								A, B, C and D represent the total amount and the percentage of net income after tax %				Profit sharing from earnings for directors who are concurrently employees						Total of Items A, B, C, D, E, F, and G, and percentage of net profit after tax %		Related profit sharing from earnings from investees other than remuneration from the subsidiaries or the parent company
		Remuneration (A)		Retirement pay and pension (B)		Director profit-sharing compensation (C)		Business execution expenses (D)		Salaries, bonuses, and special expenses (E)		Severance Pay/Retirement Allowance (F)		Employee remuneration (G)				The company	All firms disclosed in the financial statements			
		The company	All firms disclosed in the financial statements	The company	All firms disclosed in the financial statements	The company	All firms disclosed in the financial statements	The company	All firms disclosed in the financial statements	The company	All firms disclosed in the financial statements	The company	All firms disclosed in the financial statements	The company		All firms disclosed in the financial statements						
Chairman	Durban Development Co., Ltd.	0	0	0	0	549	549	0	0	549 0.56	549 0.56	0	0	0	0	0	0	0	0	549 0.56	549 0.56	None
	Representative: Chun-Fa Huang	0	0	0	0	0	0	180	180	180 0.18	180 0.18	1,396	1,396	0	0	114	0	114	0	1,690 1.71	1,690 1.71	7,311
Director	Representative: Chun-Tsao Huang	0	0	0	0	0	0	180	240	180 0.18	240 0.24	0	0	0	0	0	0	0	0	180 0.18	240 0.24	140
Vice Chairman	TienPin Development Co., Ltd.	0	0	0	0	458	458	0	0	458 0.46	458 0.46	0	0	0	0	0	0	0	0	458 0.46	458 0.46	None
	Representative: Ming-Tan Hsu	0	0	0	0	0	0	195	495	195 0.20	495 0.50	1,101	1,430	0	0	133	0	133	0	1,429 1.45	2,058 2.09	None
Director	Representative: Wei-Te Hsu	0	0	0	0	0	0	180	420	180 0.18	420 0.43	0	0	0	0	0	0	0	0	180 0.18	420 0.43	None
Independent Director	Sheng-Yu Liang	0	0	0	0	0	0	425	425	425 0.43	425 0.43	0	0	0	0	0	0	0	0	425 0.43	425 0.43	None
Independent Director	Chui-Ming Peng	0	0	0	0	0	0	360	360	360 0.36	360 0.36	0	0	0	0	0	0	0	0	360 0.36	360 0.36	None
Independent Director	Jui-Hsiang Huang	0	0	0	0	0	0	330	330	330 0.33	330 0.33	0	0	0	0	0	0	0	0	330 0.33	330 0.33	None

1. Please describe the policy, system, standards and structure for the payment of remuneration to independent directors, and describe the relevance of the amount of remuneration to be paid to independent directors based on factors such as responsibilities, risks, and time invested: Refer to page 12 for more details.  
2. Except as disclosed in the above Table, the remuneration received by the directors of the Company in the most recent year for providing services (such as serving as a non-employee consultant of the parent company/all companies in the financial report/reinvested business, etc.): 0

Note: The Company provided Vice Chairman Ming-Tan Hsu with a car costing approximately NT\$910 thousand and a driver costing approximately NT\$600 thousand.

(II) Profit sharing from earnings for presidents and vice- presidents

Unit: NT\$ thousand

Job title	Name	Salary (A)		Severance Pay/Retirement Allowance (B)		Bonus and special allowance (C)		Remuneration for employees (D)				Percentage of the sum of A to D in net profit after tax (%)		Related profit sharing from earnings from investees other than remuneration from the subsidiaries or the parent company
		The company	All firms disclosed in the financial statements	The company	All firms disclosed in the financial statements	The company	All firms disclosed in the financial statements	The company		All firms disclosed in the financial statements		The company	All firms disclosed in the financial statements	
								Cash amount	Stock amount	Cash amount	Stock amount			
President	Hsiu-Chi Chen	2,261	2,261	0	0	968	968	234	0	234	0	3,463 3.51%	3,463 3.51%	None

Note 1: The Company provided General Manager Chen Hsiu-Chi with a car at a cost of approximately \$830 thousand.

(III) The remuneration of the top five highest paid executives of the Company

Unit: NT\$ thousand

Job title	Name	Salary (A)		Severance Pay/Retirement Allowance (B)		Bonus and special allowance (C)		Remuneration for employees (D)				Percentage of the sum of A to D in net profit after tax (%)		Related profit sharing from earnings from investees other than remuneration from the subsidiaries or the parent company
		The company	All firms disclosed in the financial statements	The company	All firms disclosed in the financial statements	The company	All firms disclosed in the financial statements	The company		All firms disclosed in the financial statements		The company	All firms disclosed in the financial statements	
								Cash amount	Stock amount	Cash amount	Stock amount			
President	Hsiu-Chi Chen (Note 2)	2,261	2,261	0	0	968	968	234	0	234	0	3,463 3.51%	3,463 3.51%	None
Accounting supervisor	Lin Ya-Ling (Note 3)	513	513	121	121	4	4	0	0	0	0	638 0.65%	638 0.65%	None
Finance manager and accounting manager	Zong-Yu Wu (Note 4)	720	720	0	0	200	200	33	0	33	0	953 0.97%	953 0.97%	None

Note 1: The scope of application of "manager" is stipulated in the letter of the Securities and Futures Management Committee of the former Ministry of Finance, No. 0920001301, dated March 27, 2003.

As of December 31, 2025, the Company has a total of 4 managers; the other 2 managers are the Chairman and Vice Chairman. The relevant remuneration received by their part-time employees is detailed on page 10.

Note 2: The Company provided General Manager Chen Hsiu-Chi with a car at a cost of approximately \$830 thousand.

Note 3: Assistant Manager Ya-Ling Lin was terminated on August 14, 2025.

Note 4: Assistant Manager Zong-Yu Wu assumed the role of financial officer on January 1, 2025, and concurrently took on the role of accounting officer starting August 15, 2025.

## (IV) Name of officers receiving employee profit sharing from earnings

Unit: NT\$ thousand; April 6, 2026

	Title	Name	Stock amount	Cash amount	Total	As a % of net profit (%)
Officer	Chairman	Chun-Fa Huang	0	514	514	0.52%
	Vice Chairman	Ming-Tan Hsu				
	President	Hsiu-Chi Chen				
	Chief Financial Officer	Zong-Yu Wu				

(V) A comparative analysis of the total amount of remuneration paid to the directors, general managers and deputy general managers of the Company and all the companies in the consolidated financial statements in the most recent two years and the percentage of net profit after tax in the individual financial reports, and an explanation of the policy, standard and combination of remuneration payment, the procedure for setting remuneration and its correlation with operating performance and future risks.

1. Analysis of the total amount of remuneration paid by the Company and all the companies in the consolidated financial statements to the directors, general managers and deputy general managers of the Company in the most recent two years and the percentage of remuneration to net profit after tax.

Year Job title	Total amount and % of net income after tax				Explanation
	2024		2025		
	The company	All companies in the consolidated statements	The company	All companies in the consolidated statements	
Director	3.82%	4.12%	2.90%	3.50%	The difference in the ratio of total remuneration to net profit after tax over the two years was mainly attributable to higher earnings in 2024.
President/ Vice President	1.36%	1.36%	3.51%	3.51%	

2. Remuneration policy, standards and composition, remuneration setting procedures and their relationship with operating performance and future risks

Item	Directors (including independent directors)	Officer
Remuneration policies, standards and packages	I. Fixed travel expenses and attendance fees: In accordance with Article 16-1 of the "Articles of Incorporation", directors (including independent directors) are paid fixed travel expenses based on the individual directors' participation and contribution in the operation and	I. Salary and bonus: The salary structure is clearly defined in accordance with the "Personnel Management Rules - Salary", and the salary ranges for each position are designed based on the results of market salary surveys. In addition, the "Annual Festival Gift and Three Festival Bonus

Item	Directors (including independent directors)	Officer
	<p>in consideration of the general market conditions of the same industry. Independent directors are paid a fixed attendance fee. No variable remuneration is paid to directors (including independent directors). Directors who concurrently act as managerial officers shall also be handled in accordance with the regulations on remuneration of managerial officers.</p> <p>II. Remuneration for directors: According to Article 27 of the "Articles of Incorporation", if there is a profit in the year, no more than 3% shall be set aside as directors' remuneration. Directors' remuneration shall be distributed according to fixed weights based on the positions they hold, and independent directors shall not participate in the distribution.</p>	<p>Distribution Method" is established to motivate managers. The year-end bonus is determined based on the year-end bonus calculation principles, taking into account the EPS, performance evaluation and contribution of the current year, the Company's overall operating conditions, future risks and development trends.</p> <p>II. Employee remuneration: According to Article 27 of the "Articles of Incorporation", if there is a profit in the year, one to five percent should be set aside as employee remuneration. Employee remuneration is allocated based on the manager's performance evaluation results for the year and the Company's future operating risks.</p>
Procedures for determining remuneration	<p>I. At the end of each year, the results of the survey on peer remuneration and the evaluation results implemented in accordance with the "Board of Directors Performance Evaluation Method" are used as the basis.</p> <p>II. The performance self-evaluation results of the Board of Directors, directors and members of each functional committee have all reached good and excellent standards. The evaluation items mainly include: 1. The degree of participation in the Company's operations 2. Decision-making quality 3. Responsibility awareness 4. Continuing education 5. Internal control, etc. Based on the self-evaluation results, only fixed travel expenses and attendance fees will be paid.</p>	<p>I. At the end of each year, the results of the survey on peer compensation and the evaluation results carried out in accordance with the "Personnel Management Rules - Performance Evaluation" are used as the basis.</p> <p>II. Managers conduct a second performance appraisal. The manager's job management perfection and overall performance have achieved the predetermined target requirements. The appraisal items mainly include: 1. Planning ability 2. Leadership ability 3. Authorization and guidance 4. Coordination and communication 5. Sense of responsibility 6. Work performance (including sustainability), and take into account profitability, operating efficiency and contribution. Remuneration will be paid according to the appraisal results and the standards of each job level.</p>
The performance assessment and reasonableness of remuneration of the directors and managerial officers are regularly evaluated and reviewed by the Compensation Committee and the Board of Directors every year. In addition		

Item	Directors (including independent directors)	Officer
	to individual performance achievements and contributions to the business, the assessment also takes into account the overall operational performance of the Company, future industrial risks and development trends, as well as timely reviews of the remuneration system based on the actual business conditions and relevant laws and regulations. Furthermore, after considering current trends in corporate governance for the Company, managerial officers are paid reasonably, in order to reach a balance between sustainable operation and risk management. Actual remuneration to the directors and managerial officers is discussed first by the Remuneration Committee before sending it to the Board of Directors for resolution.	
Correlation with business performance and future risks	The review of payment standards and systems related to the Company's remuneration policies is based on the Company's overall operating conditions as the major consideration. Among the directors' remuneration, only the director's remuneration is based on Article 27 of the "Articles of Incorporation", which stipulates that "If the Company has any profits for any fiscal year, it shall allocate no more than 3% as director remuneration", which is distributed according to a fixed number of weights and shall have a certain correlation with operating performance, but the level of such correlation in terms of risk of future operation is relatively low.	The review of the payment standard and systems for the remuneration-related policy is primarily based on the overall operational performance of the Company. The payment standards are determined based on the target achievement rate and the level of contribution. Additionally, salary standards from industry peers are referred to, to ensure that the compensation for our management remains competitive in the industry to retain talent. The performance targets of our managers are combined with risk control to ensure that possible risks within their responsibilities are managed and prevented. The results of the evaluation are based on actual performance (including sustainable performance) (Note) and are linked to relevant human resources and related salary and remuneration policies. The compensation provided to our managerial officers is correlated with the final outcome of EPS, meaning aligning managerial officers' incentives with the Company's future business risks.

Note: Managers' Sustainability Performance Evaluation Instructions

- I. To ensure that managers actively participate in sustainable development and support the Company's commitment to environmental, social and corporate governance (ESG), effectively promote the Company's sustainable development strategy and achieve the goal of sustainable operation, the manager incentive system is linked to sustainable performance.
- II. Based on the Company's sustainable development goals for the year, sustainable development performance indicators are set, which include the following three aspects: E-environment, S-society, and G-corporate governance.
- III. The weight ratio of the target and the sustainability of the performance:

Target	Sustainability performance weight ratio for the current year
President/Vice President	15%
Officer	10%
Senior Manager/Manager	5%

- IV. The effect of sustainability performance on the calculation of remuneration:  
Part of the manager's annual performance bonus is linked to sustainability performance, calculated as follows:  
Calculation formula: Number of performance appraisal months + Seniority bonus + Position bonus.
- (I) Performance appraisal months: Calculated based on the achievement of the Company's overall and individual ESG goals. The proportion of the sustainable performance impact bonus varies according to the job level (15%, 10%, 5%), and the number of performance appraisal months to be paid is determined based on the individual's score.
- (II) Additional payment based on seniority: Additional performance-based payment will be made based on individual seniority.
- (III) Position bonus: Position bonus is given according to the individual's position level.

### III. Corporate Governance Status

(I) Board Meeting Operating Status:

In the most recent year (from 2025 to the date of publication of the annual report), the Board of Directors held 10 meetings (A), and the attendance of directors was as follows:

Title	Name (Note 1)	Actual Number of Attendance (B)	Number of Attendance by Proxy	Actual Attendance Rate (%) (B/A) (Note 2)	Remarks
Chairman	Durban Development co.ltd. Representative: Chun-Fa Huang	9	1	90.00%	
Vice Chairman	TienPin Development Co., Ltd. Representative: Ming-Tan Hsu	10	0	100.00%	
Director	Durban Development co.ltd. Representative: Chun-Tsao Huang	10	0	100.00%	
Director	TienPin Development Co., Ltd. Representative: Wei-Te Hsu	10	0	100.00%	
Independent Director	Chui-Ming Peng	10	0	100.00%	
Independent Director	Sheng-Yu Liang	10	0	100.00%	
Independent Director	Jui-Hsiang Huang	9	1	90.00%	

Other matters to be recorded:

- I. If any situation listed below occurred during the operation of the Board of Directors, state the date and session of the Board meeting, details of the proposal, the opinions of all independent directors and the Company's handling of the independent directors' opinions:
- (I) Items listed in Article 14-3 of the Securities and Exchange Act: Please refer to page 52, all independent directors have no objections.
- (II) Other than the items above, any other documented objections or qualified opinions from independent directors to the Board of Directors' resolutions: None
- II. Recusal for conflicts of interest by directors:
- (I) 13th meeting of the 14th term on March 11, 2025  
Proposal 1: Discussion on the distribution of directors and employees remuneration for

2024. [Proposed by the Remuneration Committee]

This case involves discussions on directors' remuneration and employees' compensation, which have conflicts of interest with Chairman Chun-Fa Huang, Vice Chairman Ming-Tan Hsu, Director Chun-Tsao Huang, and Director Wei-Te Hsu, so abstention was observed during discussion and voting. Independent director Sheng-Yu Liang acted as chairperson, and after consulting with the remaining attending directors, the case was passed without objection.

(II) 17th meeting of the 14th term on July 18, 2025

Proposal 2: The Company intends to sell the shares of its subsidiary Yuan Chuan Steel Co., Ltd. [Proposed by the Audit Committee]

This matter pertains to the disposal of shares of Yuan Chuan Company and the sale thereof to a related party, Miramar Company. Chairman Chun-Fa Huang, Vice Chairman Ming-Tan Hsu, and Director Chun-Chao Huang have an interest in the matter, either personally or as representatives of juridical persons; therefore, they recused themselves from the discussion and voting. Independent Director Sheng-Yu Liang served as the acting chairperson. Upon consultation with the other attending directors by the acting chairperson, the proposal was approved without objection.

(III) 18th meeting of the 14th term on August 13, 2025

Proposal 2: The Company intends to acquire the shares of its subsidiary Miramar Hospitality Co., Ltd. [Proposed by the Audit Committee]

This matter pertains to the acquisition of shares of Miramar Hospitality Company and the sale thereof to a related party, Miramar Company. Chairman Chun-Fa Huang, Vice Chairman Ming-Tan Hsu, and Director Chun-Chao Huang have an interest in the matter, either personally or as representatives of juridical persons; therefore, they recused themselves from the discussion and voting. Independent Director Sheng-Yu Liang served as the acting chairperson. Upon consultation with the other attending directors by the acting chairperson, the proposal was approved without objection.

(IV) 19th meeting of the 14th term on September 18, 2025

Proposal 1: The Company intends to sell the shares of its subsidiary Yuan Chuan Steel Co., Ltd. [Proposed by the Audit Committee]

This matter pertains to the disposal of shares of Yuan Chuan Company and the sale thereof to a related party, Miramar Company. Chairman Chun-Fa Huang, Vice Chairman Ming-Tan Hsu, and Director Chun-Chao Huang have an interest in the matter, either personally or as representatives of juridical persons; therefore, they recused themselves from the discussion and voting. Independent Director Sheng-Yu Liang served as the acting chairperson. Upon consultation with the other attending directors by the acting chairperson, the proposal was approved without objection.

(V) 20th meeting of the 14th term on November 12, 2025

Proposal 5: Appointment of members to the Sustainability Committee. [Proposed by the Business Planning Office]

This matter pertains to the appointment of members of the Sustainable Development Committee. Vice Chairman Ming-Tan Hsu and Independent Director Sheng-Yu Liang have an interest in the matter; therefore, they recused themselves from the discussion and voting. Upon consultation with the other attending directors by the chairperson, the proposal was approved without objection.

(VI) 21st meeting of the 14th term on December 26, 2025

1. Proposal 7: Formulation and distribution of bonuses for the Company's "Tze Shin Yun Li" construction project. [Proposed by the Remuneration Committee]

Chairman Chun-Fa Huang and Vice Chairman Ming-Tan Hsu recused themselves from the discussion and resolution of their bonus to avoid conflict of interest. The proposal passed without objections after inquiry by the deputy chair, Independent Director Sheng-Yu Liang, to all attending directors.

2. Proposal 9: Proposal to review the remuneration and performance evaluation of the Company's managerial officers. [Proposed by the Remuneration Committee]

Chairman Chun-Fa Huang and Vice Chairman Ming-Tan Hsu recused themselves from the discussion and resolution of their remuneration to avoid conflict of interest. The proposal passed without objections after inquiry by the deputy chair, Independent

Director Sheng-Yu Liang, to all attending directors.

3. Proposal 10: Proposal to review the Company's 2025 manager bonus. [Proposed by the Remuneration Committee]

Chairman Chun-Fa Huang and Vice Chairman Ming-Tan Hsu recused themselves from the discussion and resolution of their year-end bonus to avoid conflict of interest. The proposal passed without objections after inquiry by the deputy chair, Independent Director Sheng-Yu Liang, to all attending directors.

(VII) 22nd meeting of the 14th term on March 11, 2026

1. Proposal 1: Discussion on the distribution of directors and employees remuneration for 2025. [Proposed by the Remuneration Committee]

This case involves discussions on directors' remuneration and employees' compensation, which have conflicts of interest with Chairman Chun-Fa Huang, Vice Chairman Ming-Tan Hsu, Director Chun-Tsao Huang, and Director Wei-Te Hsu, so abstention was observed during discussion and voting. Independent director Sheng-Yu Liang acted as chairperson, and after consulting with the remaining attending directors, the case was passed without objection.

2. Proposal 7: Discussion on the nomination of the Company's Board of Directors and review of the list of candidates nominated for directors. [Proposed by the Business Planning Office]

This matter pertains to the nomination of director candidates. Chairman Chun-Fa Huang, Vice Chairman Ming-Tan Hsu, Director Chun-Chao Huang, Director Wei-Te Hsu, and Independent Director Sheng-Yu Liang have personal interests in the matter; therefore, they respectively recused themselves from the discussion and voting.

Director candidates Chun-Fa Huang, Ming-Tan Hsu, Chun-Tsao Huang, and Wei-Te Hsu recused themselves from the discussion and resolution to avoid conflict of interest. The proposal passed without objections after inquiry by the deputy chair, Independent Director Sheng-Yu Liang, to all attending directors.

Independent director candidates Sheng-Yu Liang recused themselves from the discussion and resolution to avoid conflict of interest. The proposal passed without objections after inquiry by the chair to all attending directors.

3. Proposal 12: Report on the list of directors re-elected of the subsidiary Miramar Hospitality Co., Ltd. [Proposed by the Business Planning Office]

This matter pertains to the discussion of the juridical person representative of Miramar Hospitality Company. Vice Chairman Ming-Tan Hsu and Director Chun-Chao Huang have an interest in the matter; therefore, they recused themselves from the discussion and voting. Upon consultation with the other attending directors by the chairperson, the proposal was approved without objection.

III. Information on the evaluation cycle and period, evaluation scope, method and evaluation content of the Board of Directors' self-evaluation is as follows (1-1).

IV. Evaluation of the goals and implementation status of strengthening the functions of the Board of Directors in the current year and the most recent year:

- (I) The Company's Board of Directors approved the revision of the "Corporate Governance Best Practice Principles" on March 11, 2025 and it came into effect on March 11, 2025 to assist directors in performing their duties and to establish an effective corporate governance structure.

(1-1) Execution of board appraisal

Performance evaluation can be divided into five levels respectively known as "excellent," "good," "fair," "poor" and "immediate improvement required."

### 1. Board of directors

Evaluation cycle	Evaluation period	Evaluation scope	Evaluation method	Evaluation contents
Executed once a year	January 1, 2025 - December 31, 2025	Board of directors	Internal self-evaluation	<ol style="list-style-type: none"> <li>1. Participation level in the Company's operations</li> <li>2. Improvement of the quality of the board of directors' decision making</li> <li>3. Composition and structure of the board of directors</li> <li>4. The election of the directors and their continuing professional education</li> <li>5. Internal control</li> </ol>
<p>Evaluation result: The overall performance result is "Good".</p> <p>Improvement suggestions: According to Article 4 of the "Operation Directions for Establishment of Board of Directors by TWSE Listed Companies and Exercise of Powers", starting from 2024, there must be no less than one director of the opposite gender, and more than half of the directors must be independent for no more than three consecutive terms. This rule may only be applied when the term of office expires.</p> <p>Improvement measures: It is planned to be carried out in accordance with the law during the next board election in order to comply with the policy of diversity of board members.</p>				

### 2. Members of the Board

Evaluation cycle	Evaluation period	Evaluation scope	Evaluation method	Evaluation contents
Executed once a year	January 1, 2025 - December 31, 2025	Board of directors	Internal self-evaluation	<ol style="list-style-type: none"> <li>1. Understanding of the Company's objectives and tasks</li> <li>2. Awareness of duties of directors</li> <li>3. Participation level in the Company's operations</li> <li>4. Internal relationship management and communication</li> <li>5. The profession and continuing education of directors</li> <li>6. Internal control</li> </ol>
<p>Evaluation result: The overall result of the performance evaluation was mainly "excellent."</p> <p>Recommendation for improvement: None.</p> <p>Improvement measure: None.</p>				

### 3. Remuneration Committee

Evaluation cycle	Evaluation period	Evaluation scope	Evaluation method	Evaluation contents
Executed once a year	January 1, 2025 - December 31, 2025	Salary and Remuneration Committee	Internal self-evaluation	<ol style="list-style-type: none"> <li>1. Participation level in the Company's operations</li> <li>2. Awareness of the duties of the Remuneration Committee.</li> <li>3. Enhancement of the quality of Remuneration Committee decision-making.</li> <li>4. Composition and election of members of the Remuneration</li> </ol>

				Committee
Evaluation result: The overall performance result is "excellent." Recommendation for improvement: None. Improvement measure: None.				

#### 4. Audit Committee

Evaluation cycle	Evaluation period	Evaluation scope	Evaluation method	Evaluation contents
Executed once a year	January 1, 2025 - December 31, 2025	Audit Committee	Internal self-evaluation	1. Participation level in the Company's operations 2. Awareness of responsibilities of Audit Committee 3. Improve the decision-making quality of the Audit Committee 4. Composition and election of members of the Audit Committee 5. Internal control
Evaluation result: The overall performance result is "excellent." Recommendation for improvement: None. Improvement measure: None.				

#### (II) Audit Committee Implementation Status:

In the most recent year (from 2025 to the date of publication of the annual report), the Audit Committee held 8 meetings (A), and the attendance of independent directors was as follows:

Title	Name	Actual Number of Attendance (B)	Number of Attendance by Proxy	Attendance Rate in Person % [B/A] (Notes 1 and 2)	Remarks
Independent Director	Chui-Ming Peng	8	0	100.00%	
Independent Director	Sheng-Yu Liang	8	0	100.00%	
Independent Director	Jui-Hsiang Huang	7	1	87.50%	

Other matters to be recorded:

I. If any of the following occurred in the operation of the Audit Committee, state the date and session of the Audit Committee meeting, details of the agenda, dissenting opinions, qualified opinions or major recommendations of the independent directors, the Audit Committee's resolutions, and the Company's response to the Audit Committee's opinions:

(I) Conditions described in Article 14-5 of the Securities and Exchange Act:

Date and term	Proposal content	Resolution by the Audit Committee	The Company's response to the Audit Committee's opinions	Resolution of the Board of Directors
March 11, 2025 12th meeting of the 2nd term	1. Discussion of the 2024 business report and financial statements. [Proposed by the Financial Department]	Passed	None of the Audit Committee members had opinions.	Passed
	2. Discussion of the 2024 earnings distribution. [Proposed by the Financial Department]	Passed		Passed
	3. Discussion of the Company's 2024 internal control system statement. [Proposed by the Auditing Office]	Passed		Passed
	4. The Company plans to sell the office in Zhongshan District, Taipei City. [Proposed by the Construction Business Department]	Passed		Passed

May 14, 2025 13th meeting of the 2nd term	1. Discussion of the Company's consolidated financial statements for the first quarter of 2025. [Proposed by the Financial Department] 2. The Company acquired shares of Taiwan Semiconductor Manufacturing Co., Ltd. [Proposed by the Financial Department]	Passed  Passed	None of the Audit Committee members had opinions.	Passed  Passed
July 18, 2025 14th meeting of the 2nd term	1. The Company proposed the sale of Yuan Chuan Steel Co., Ltd. shares. [Proposed by the Financial Department]	Passed	None of the Audit Committee members had opinions.	Passed
August 13, 2025 15th meeting of the 2nd term	1. Discussion of the Company's consolidated financial statements for the second quarter of 2025. [Proposed by the Financial Department] 2. The Company intends to acquire the shares of its subsidiary Miramar Hospitality Co., Ltd. [Proposed by the Financial Department] 3. The Company intends to work with the landowner to end the Xinghua section of Sanchong District, New Taipei City through urban renewal. [Proposed by the Construction Business Department] 4. Proposal for change of accounting supervisor. [Proposed by the chairman]	Passed  Passed  Passed	None of the Audit Committee members had opinions.	Passed  Passed  Passed
September 18, 2025 16th meeting of the 2nd term	1. The Company proposed the sale of Yuan Chuan Steel Co., Ltd. shares. [Proposed by the Financial Department]	Passed	None of the Audit Committee members had opinions.	Passed
November 12, 2025 17th meeting of the 2nd term	1. Discussion of the Company's consolidated financial statements for the third quarter of 2025. [Proposed by the Financial Department] 2. Amendments to the "internal control system" and "internal audit system". [Proposed by the Business Planning Office] 3. Disposal of shares in Taiwan Semiconductor Manufacturing Co., Ltd. by the Company. [Proposed by the Financial Department]	Passed  Passed  Passed	None of the Audit Committee members had opinions.	Passed  Passed  Passed
December 26, 2025 18th meeting of the 2nd term	1. Amendments to the Company's "Internal Control System." [Proposed by the Business Planning Office] 2. Hiring of CPAs and associated fees [Proposed by the Financial Department]	Passed  Passed	None of the Audit Committee members had opinions.	Passed  Passed
March 11, 2026 19th meeting of the 2nd term	1. Discussion of the 2025 business report and financial statements. [Proposed by the Financial Department] 2. Discussion of the 2025 earnings distribution. [Proposed by the Financial Department] 3. Discussion of the Company's 2025 internal control system statement. [Proposed by the Auditing Office]	Passed  Passed  Passed	None of the Audit Committee members had opinions.	Passed  Passed  Passed

(II) Other matters not listed above and not approved by the Audit Committee but approved by more than two-thirds of all directors: None

II. Avoidance of conflicts of interest among independent directors: None.

III. Communication between independent directors and the internal audit officer and CPAs (including material matters, methods, and results of communication on the Company's financial and business status).

Summary of the communication between independent directors and audit supervisors in the most recent year (2025 to the date of publication of the annual report):

The communication between independent directors and the internal audit officer has been healthy.

Date and time	Attendees	Communication matters	Communication results
March 11, 2025 (Tuesday) 1:45 p.m.	Independent Director Sheng-Yu Liang Independent Director Chui-Ming Peng Audit Supervisor Hsu Mei-Ling Note: Independent director Jui-Hsiang Huang authorized Sheng-Yu Liang as proxy	1. 2024 Annual report on the actual implementation of internal audit operations. 2. Internal audit business implementation report from December 2024 to February 2025. 3. 2024 Discussion on annual internal control system statement.	None of the independent directors had objections after the discussion of the actual operation and the regulations of the declaration of the internal control system.
December 26, 2025 (Friday) 2:15 p.m.	Independent Director Sheng-Yu Liang Independent Director Chui-Ming Peng Independent Director Jui-Hsiang Huang Audit Supervisor Hsu Mei-Ling	1. 2024 Annual internal audit improvement report. 2. 2025 Internal audit business implementation report. 3. 2026 Annual audit plan discussion.	None of the independent directors had objections after the discussion about the audit plan to the implementation and improvement of the internal audit operation.
March 11, 2026 (Wednesday) 2:45 p.m.	Independent Director Sheng-Yu Liang Independent Director Chui-Ming Peng Independent Director Jui-Hsiang Huang Audit Supervisor Hsu Mei-Ling	1. 2025 Annual report on the actual implementation of internal audit operations. 2. Internal audit business implementation report from December 2025 to February 2026. 3. 2025 Discussion on annual internal control system statement.	None of the independent directors had objections after the discussion of the actual operation and the regulations of the declaration of the internal control system.

Summary of the communication between independent directors and accountants in the most recent year (2025 to the date of publication of the annual report):

The communication between the independent directors and the CPAs has been healthy.

Date and time	Attendees	Communication matters	Communication results
March 11, 2025 (Tuesday) 2:40 p.m.	Independent Director Sheng-Yu Liang Independent Director Chui-Ming Peng Accountant Chao-Yu Chen Note: Independent director Jui-Hsiang Huang authorized Sheng-Yu Liang as proxy	1. Auditors' responsibilities and independence in auditing financial statements. 2. Explanation of the scope and method of the audit for 2024, overview of the audit, key audit matters, and summary of audit conclusions. 3. Other matters - Contents and suggestions of land for sale, assets for sale and equity holdings.	The auditors provided briefings on the audit scope and methods, financial statement data and overview, key audit matters, and other matters and suggestions. Discussions and communications were conducted after the key points were explained, and the independent directors had no opinions.
May 14, 2025 (Wednesday) 2:45 p.m.	Independent Director Sheng-Yu Liang Independent Director Chui-Ming Peng	1. Responsibilities and independence of the review personnel for the first quarter of 2025, including the scope and method of review, data	The auditors provided briefings on the audit scope and methods, financial statement data and overview, review conclusions and other matters, and conducted

		Independent Director Jui-Hsiang Huang CPA Fang, Han-Ni	and overview of the reviewed financial statements, and summary of the review conclusions. 2. Other matters - Reinvestment business, land held for sale, significant subsidiary internal control, and other related descriptions and suggestions.	discussions and communications after the key points were explained. The independent directors had no opinions.
August 13, 2025 (Wednesday) 2:15 p.m.		Independent Director Sheng-Yu Liang Independent Director Chui-Ming Peng Independent Director Jui-Hsiang Huang CPA Fang, Han-Ni	1. Responsibilities and independence of the review personnel for the second quarter of 2025, including the scope and method of review, data and overview of the reviewed financial statements, and summary of the review conclusions. 2. Other matters - Advice on land held for sale, progress of properties under development, and valuation assessment of investment property. 3. Subsequent events - Progress on the sale of shares to related parties.	The auditors provided briefings on the scope and methodology of review, financial statement data and overview, review conclusions, other matters, and subsequent events, and conducted discussions and communications after the key points were explained. The independent directors had no objections.
November 12, 2025 (Wednesday) 2:10 p.m.		Independent Director Sheng-Yu Liang Independent Director Chui-Ming Peng Independent Director Jui-Hsiang Huang CPA Fang, Han-Ni	1. Responsibilities and independence of the review personnel for the third quarter of 2025, including the scope and method of review, data and overview of the reviewed financial statements, and summary of the review conclusions. 2. Other matters - progress on selling shares to related parties.	The auditors provided briefings on the audit scope and methods, financial statement data and overview, review conclusions and other matters, and conducted discussions and communications after the key points were explained. The independent directors had no opinions.
December 26, 2025 (Friday) 2:45 p.m.		Independent Director Sheng-Yu Liang Independent Director Chui-Ming Peng Independent Director Jui-Hsiang Huang CPA Fang, Han-Ni	1. Audit scope and methods, group audit strategy, and assessment on key audit matters for 2025. 2. Statement of independence of auditors, audit quality index report, and brief introduction to the professional quality management system. 3. Introduction to IFRS 18 and implementation schedule.	Discussions and communications were conducted on the main audit contents, procedures and schedule of key audit matters, the impact of major annual events, CPA audit quality indicators, diligence quality management system and IFRS18. None of the directors and independent directors had any opinions.
March 11, 2026 (Wednesday)		Independent Director Sheng-Yu Liang	1. Auditors' responsibilities and independence in auditing financial	The auditors provided briefings on the audit scope and methods, financial

2:15 p.m.	Independent Director Chui-Ming Peng Independent Director Jui-Hsiang Huang CPA Han-Ni Fang	statements. 2. Explanation of the scope and method of the audit for 2025, overview of the audit, key audit matters, and summary of audit conclusions. 3. Other matters - progress on selling shares to related parties.	statement data and overview, key audit matters, and other matters and suggestions. Discussions and communications were conducted after the key points were explained, and the independent directors had no opinions.
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(III) Corporate Governance Operation Status and Discrepancies with the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies and Reasons:

Assessment Item	Implementation Status			Discrepancies with the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies and Reasons
	Yes	No	Summary	
I. Does Company follow the "Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies" to establish and disclose its corporate governance practices?	V		The Company has formulated the code of practice, which is reviewed one article after another according to the Corporate Governance Code of Practice and formulated in accordance with the templates and measures promulgated by the competent authority. For the Company's corporate governance code of practice, please visit the official site of the Company.	No major difference
II. Company's ownership structure and shareholders' equity				
(I) Does the company establish and implement internal procedures for handling shareholder suggestions, questions, disputes and litigations?	V		The Company has established a mechanism for spokespersons and acting spokespersons and as well as an investor mailbox. The spokespersons and acting spokespersons will handle relevant shareholder issues. If legal issues are involved, legal counsel will handle them.	No major difference
(II) Is the Company constantly informed of the identities of its major shareholders and the ultimate controller?	V		The Company's stock affairs are handled by the entrusted stock affairs agency, who reports on the number of shares held by directors and major shareholders holding 5% of the total shares issued, pledge increase or decrease and other shareholding matters on a monthly basis.	No major difference
(III) Has the Company established and implemented risk control and firewall mechanisms with its affiliated companies?	V		The company and its affiliates have clear regulations on the management of personnel and assets between them, and have a dedicated agency to implement effective risk control and firewall mechanisms through the implementation of internal control and internal audit systems.	No major difference
(IV) Does the Company have internal regulations prohibiting company insiders from using undisclosed information in the market to buy or sell securities?	V		The company has established "Procedures for Management of Material Internal Information Processing and Insider Trading Prevention" and prohibits insiders of the Company from taking advantage of information unpublished at the market to transact any securities. In order to strengthen corporate governance and prevent insider trading in advance, it is stipulated that directors shall not trade their stocks during the closed period of thirty days before the announcement of the annual financial report and fifteen days before the	No major difference

Assessment Item	Implementation Status			Discrepancies with the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies and Reasons
	Yes	No	Summary	
			announcement of each quarterly financial report.	
III. Composition and responsibility of board of directors				
(I) Does the board of directors formulate a diversity policy, specific goals for management and achieve proper implementation?	V		Please refer to the Board of Directors information (II) in this annual report (page 7) regarding the diversification and independence of the board.	No major difference
(II) Besides establishing the Compensation Committee and Audit Committee in accordance with the law, has the Company voluntarily set up other functional committees?	V		In addition to establishing a Remuneration Committee and an Audit Committee as required by law, the Company has also established a Sustainable Development Committee.	No major difference
(III) Has the Company established a set of policies and assessment tools to evaluate the board's performance? Is performance evaluated regularly at least on an annual basis? In addition, has the result of the performance assessment been submitted to the board of directors' meeting and used as reference for the remuneration and nomination or reelection of individual directors?	V		The Company has formulated the performance evaluation and assessment guidelines of the board of directors and it is stipulated that it shall be carried out at least once a year. If necessary, an external professional independent organization or an external team of experts and scholars can be appointed to perform such evaluation and assessment. On March 11, 2026, the Company's Board of Directors submitted the 2025 Board of Directors' performance evaluation report and used the evaluation results as a reference for selecting or nominating directors. The performance evaluation results of individual directors were also used as a reference for determining their individual remuneration and nomination for reappointment. The overall result of the performance evaluation was mainly "good."	No major difference
(IV) Are external auditors' independence assessed on a regular basis?	V		The Company's finance department assesses the independence and competency of CPAs every year, and requires CPAs to issue "Declaration of Independence" and "Audit Quality Indicators (AQIs)" in accordance with the standards of (Note 1) and 13 AQI's indicators for evaluation. After confirming that the auditors have no other financial interests and business relationships with the Company except for the fees and financial	No major difference

Assessment Item	Implementation Status			Discrepancies with the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies and Reasons
	Yes	No	Summary	
			and tax cases, and that the auditor's family members do not violate the independence requirements, the evaluation results for the most recent year have been discussed and approved by the Audit Committee on December 26, 2025, and submitted to the Board of Directors for a resolution to approve the auditor's independence and suitability evaluation.	
IV. Does the listed company have an appropriate number of qualified corporate governance personnel and has designated a corporate governance supervisor to be responsible for corporate governance-related matters (including but not limited to providing directors and supervisors with information necessary to perform their duties, assisting directors and supervisors in complying with laws and regulations, handling matters related to board and shareholders meetings in accordance with the law, and preparing minutes of board and shareholders meetings, etc.)?	V		<p>Pursuant to a resolution of the Board of Directors on November 13, 2020, the Company has established the position of Corporate Governance Officer. The primary responsibilities include providing directors with the information necessary for the performance of their duties, assisting directors in complying with laws and regulations, and supervising and handling matters related to meetings of the Board of Directors and shareholders' meetings in accordance with applicable laws.</p> <p>According to the "TWSE Listed Company Board Establishment and Exercise of Powers Requirements", the newly appointed corporate governance supervisor shall attend 18 hours of initial training within one year of assuming the position, and thereafter, shall continue with 12 hours of ongoing training annually. Status of continuing education of 2025 (Note 2)</p> <p>2025 Implementation status:</p> <p>1. Assist independent directors to perform job duties, provide necessary documents and arrange the training for the directors. 2. Assist with the legal compliance of board of directors' meeting and shareholders' meeting procedure and resolution. 3. Maintain investor relationship. 4. Notify the directors seven days prior to the convening of the meeting of board of directors, convene the meeting and provide the meeting materials. For any issues in the agenda that require recusal, a reminder will be made in advance and complete the minutes of meeting of the board of directors within 20 days after the conclusion of the meeting. 5. To register the date of the shareholders' meeting in advance</p>	No major difference

Assessment Item	Implementation Status			Discrepancies with the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies and Reasons
	Yes	No	Summary	
			in accordance with the law, prepare the meeting notice, meeting manual, and meeting minutes within the statutory period, and handle change registration matters when the Articles of Incorporation are revised or the directors are re-elected.	
V. Has the Company established communication channels with stakeholders (including but not limited to shareholders, employees, customers and suppliers, etc.), set up a stakeholder area on the Company's website, and appropriately responded to important corporate social responsibility issues of concern to stakeholders?	V		The Company has established a spokesperson position and email address, and has created a stakeholder section on its website to maintain open communication channels with stakeholders and respond appropriately to their key concerns. It also has internal and external whistleblowing channels and designated case officers. Communication with stakeholders was reported to the Board of Directors on August 13, 2026. (Note 3)	No major difference
VI. Has the Company commissioned professional stock agency institution to handle shareholders' meeting affairs?	V		The Company commissioned professional stock agency institution to handle shareholders' meeting affairs.	No major difference
VII. Information disclosure (I) Does the Company have a website to disclose its financial, business and corporate governance information?	V		The Company has set up a website and has a dedicated person responsible for maintaining and updating information, as well as disclosing information related to financial business and corporate governance in real time. The link of the site: <a href="http://www.tsgroup.com.tw">www.tsgroup.com.tw</a>	No major difference
(II) Does the Company adopt other methods of information disclosure (such as setting up an English website, designating a person to be responsible for the collection and disclosure of company information, implementing a spokesperson system, placing information on the Company's website during corporate briefings, etc.)?	V		The Company has establish Chinese and English websites and designated a person to be responsible for information collection, updating, maintenance and disclosure. In addition, a spokesperson system has been implemented and two corporate briefings were held in 2025. The relevant process has been disclosed on the Company's website for reference.	No major difference

Assessment Item	Implementation Status		Summary	Discrepancies with the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies and Reasons
	Yes	No		
(III) Has the Company published and reported its annual financial report within two months after the end of a fiscal year, and published and reported its financial reports for the first, second and third quarters as well as its operating status for each month before the specified deadline.	V		The Company announced and submitted the 2025 annual financial reports on March 11, 2026, and the submission was completed within the prescribed time limit. The financial reports for the first, second and third quarters and the operating status of each month are announced and reported within the prescribed time limit.	No major difference
VIII. Is there any other material information (including but not limited to employee rights, employee care, supplier relations, stakeholder rights, further education for directors and supervisors, the status of implementation of the risk management policy and risk measurement measures, the status of implementation of the customer policy, and the purchase of liability insurance for directors and supervisors) that will help stakeholders understand governance practices at the company?	V		<ol style="list-style-type: none"> <li>1. Employee rights and welfare: The Company's personnel policies comply with labor laws and regulations, and it has established Welfare Committee to ensure compliance. The Company provides employees with multiple communication channels to ensure timely and transparent information dissemination. Employees participate in collective oversight and management to safeguard their welfare and rights, serving as a basis for the Company's improvement efforts.</li> <li>2. Investor relations: The Company in a timely manner announces financial, business and material information on the Company's official site and MOPS, so that investors can fully understand and designate the dedicated personnel responsible for handling shareholder suggestions and answering questions.</li> <li>3. Supplier relations: we maintain a sound relationship with suppliers.</li> <li>4. Rights of interested parties: in order to protect the rights and interests of interested parties, the Company has established various sound communication channels and handles them properly with the principle of good faith and bears proper responsibilities to maintain their legitimate rights and interests.</li> <li>5. Directors' further education: (Note 4)</li> <li>6. Implementation of risk management policies and risk measurement standards: the Company formulates various internal regulations according to law, and conducts various risk management and assessments.</li> </ol>	No major difference

Assessment Item	Implementation Status			Discrepancies with the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies and Reasons
	Yes	No	Summary	
			<p>7. Performance of the customer policy: we maintain a steady and sound relationship with customers.</p> <p>8. Purchases of liability insurance for directors by the Company: the Company has purchased liability insurance for directors and reported it to the Board of Directors on March 11, 2026.</p>	

IX. Please explain the improvements based on the recent corporate governance evaluation results released by the Taiwan Stock Exchange Corporate Governance Center. Also, identify priority areas for strengthening measures for those aspects that have not yet been improved. (Waived for those not listed as the company under evaluation for the corporate governance evaluation) The summary is as follows:  
Improvement:  
1. The sustainability report prepared by the Company has been submitted to the Board of Directors for approval.  
2. The Company has established an employee training and development plans to enhance employees' career capabilities and discloses the content and implementation status.  
3. The Company conducts employee satisfaction surveys on a regular basis, and discloses the status and improvement plans.  
Matters not yet improved and prioritized for improvement:  
1. There is at least one director of a different gender on the Board of Directors.  
2. The Company discloses the total weight of waste disposed of in the past two years.

(Note 1) Evaluation criteria for independence of auditors.

Assessment Item	Evaluation result	Requirements of independence met?
1 Does the CPA has direct or material indirect financial interest relationship with the Company?	No	Yes
2 Does the CPA engages in financing or guarantee actions with the Company?	No	Yes
3 Does the CPA has any close business relationship and potential employment relationship with the Company?	No	Yes
4 Does the CPA and his/her audit team members have served as directors, officers or any other positions that have a significant influence on the audit work in the Company at present or in the last two fiscal years?	No	Yes
5 Does the CPA provide the Company with any non-audit service items that may directly affect the audit work?	No	Yes
6 Does the CPA performs any brokerage the stocks or other securities issued by the Company?	No	Yes
7 Does the CPA act as the Company's attorney or coordinate to resolve conflicts with any other third parties on behalf of the Company?	No	Yes
8 Does the CPA has any kinship with any of the Company's directors, officers or personnel with positions that have a significant impact on the audit work.	No	Yes

## (Note 2) Corporate governance supervisors' training status

Date of Training	Organizer	Course Name	Training Hours	Total training hours of the year
2025.03.20	Securities and Futures Institute	Sustainable Disclosure Practical Workshop and Seminar	9	21
2025.05.16	Securities and Futures Institute	Seminar on Prevention of Insider Trading in 2025	3	
2025.08.25	Accounting Research and Development Foundation, Republic of China	International Valuation and Sustainability Conference	3	
2025.09.08	Taiwan Stock Exchange Corporation	CDP IFRS S2 Question Set Analysis Advocacy Course	6	

## (Note 3) Identity of stakeholders, key issues of concern, communication channels

Interested parties	Issues concerned	Communication channel/frequency	Communication practical statistics
Shareholders	1. Corporate governance 2. Operating performance 3. Shareholders participation	<ul style="list-style-type: none"> <li>➢ Contact person: Spokesperson General Manager Chen</li> <li>➢ Tel: (02)2509-0036</li> <li>➢ Email: tstcomp@tsgroup.com.tw</li> <li>➢ Announcement of important information from time to time</li> <li>➢ At least one corporate briefing session per year</li> <li>➢ Monthly operating income announcement</li> <li>➢ Regularly announce financial reports and annual reports</li> <li>➢ Hold a regular shareholders meeting once a year</li> </ul>	<ul style="list-style-type: none"> <li>➢ Completed 33 material information announcements</li> <li>➢ Completed two investor conferences</li> <li>➢ Completed the monthly operating revenue announcement</li> <li>➢ Completed quarterly financial reports and annual reports</li> <li>➢ Convened the annual general meeting on June 20, 2025</li> <li>➢ The spokesperson has good interaction and communication with shareholders.</li> </ul>
Customers	1. Corporate governance 2. Service quality 3. Customer protection and communication	<ul style="list-style-type: none"> <li>➢ Contact person: Spokesperson General Manager Chen</li> <li>➢ Tel: (02)2509-0036</li> <li>➢ Email: tstcomp@tsgroup.com.tw</li> <li>➢ Regularly communicate the integrity management policy</li> <li>➢ Announcement of important information from time to time</li> <li>➢ At least one corporate briefing session per year</li> </ul>	<ul style="list-style-type: none"> <li>➢ Reported to the Board of Directors on March 11, 2026, regarding the implementation and execution of ethical corporate operations.</li> <li>➢ Completed 33 material information announcements</li> <li>➢ Completed two investor conferences</li> <li>➢ The Company has good interaction and communication with its customers, and there have been no customer complaints.</li> </ul>
Suppliers	1. Corporate image 2. HSE 3. Supplier management 4. Supplier communication channels	<ul style="list-style-type: none"> <li>➢ Contact person: Mr. Wei of Management Department / Mr. Kuo of Construction Business Department</li> <li>➢ Tel: (02)2509-0036</li> <li>➢ Email: service@tsgroup.com.tw</li> <li>➢ Review and revise regulations every quarter</li> <li>➢ On-site visit from time to time</li> <li>➢ Evaluation at least once a year</li> </ul>	<ul style="list-style-type: none"> <li>➢ Completed supplier management procedures and supplier survey</li> <li>➢ Disclosed and publicized on the official website</li> <li>➢ Increase supplier survey rate</li> <li>➢ The Company has good interaction and communication with its suppliers, and there have been no breaches of contract</li> </ul>
Employees	1. Employee benefits	<ul style="list-style-type: none"> <li>➢ Contact person: Assistant Manager Lin of Chairman's Office</li> </ul>	<ul style="list-style-type: none"> <li>➢ Completed pre-employment training for 7 new hires, with</li> </ul>

	2. Labor-management relations 3. Operating performance	<ul style="list-style-type: none"> <li>➤Tel: (02)2509-0036</li> <li>➤Email: vivian.lin@tsgroup.com.tw</li> <li>➤Regularly review health checks, group insurance, various subsidies, etc.</li> <li>➤Pre-employment training for new employees, education and training for on-the-job employees, and irregular health lectures</li> <li>➤Hold labor-management meetings once a quarter</li> <li>➤Convene the Welfare Committee meeting once a quarter</li> </ul>	<p>all employees averaging approximately 28 hours of training.</p> <ul style="list-style-type: none"> <li>➤Completed the quarterly labor-management meetings</li> <li>➤Completed the quarterly Welfare Committee and Supervisory Retirement Committee meetings.</li> <li>➤The Company has good interaction and communication with its employees, and there have been no complaints</li> </ul>
Competent authority	1. Legal compliance 2. Corporate governance 3. Risk management 4. Communication with competent authorities	<ul style="list-style-type: none"> <li>➤Contact person: Assistant Manager Lin of the Finance Department/ Ms. Yeh of the Management Department</li> <li>➤Tel: (02)2509-0036</li> <li>➤Email: tstcomp@tsgroup.com.tw</li> <li>➤Regular review and amendment and revision of laws and regulations</li> <li>➤Participation in policy forums of competent authorities and revisions of relevant laws and regulations from time to time</li> <li>➤Cooperation with the competent authority for supervision and inspection</li> </ul>	<ul style="list-style-type: none"> <li>➤Completed the regulatory review and amendment.</li> <li>➤Completed participation in policy forums held by the competent authorities and related law revisions.</li> <li>➤Cooperation with the competent authority for supervision and inspection</li> <li>➤The Company maintains good interaction and communication with the competent authority and its employees, and there have been no violations.</li> </ul>

(Note 4) Directors' continuing education: The directors of the Company participated in continuing education courses in accordance with the provisions of the "Templates for the Implementation of Continuing Education for Directors and Supervisors of TWSE/TPEX Listed Companies" issued by the Taiwan Stock Exchange Corporation and received completion certificates.

Job title	Name	Date of Training	Organizer	Course Name	Training Hours
Chairman	Chun-Fa Huang	August 12, 2025	Taiwan Investor Relations Institute	Obligations Directors and Insiders of Public Companies Must Know, with Practical Examples	3
		November 10, 2025		Strengthening Corporate Governance and Legal Compliance with Current Event Case Studies.	3
Vice Chairman	Ming-Tan Hsu	March 20, 2025	Taiwan Academy of Banking and Finance	Corporate Governance and Sustainable Business Operations Workshop - Domestic and International Tax Trends and Corporate Sustainability	3
		July 9, 2025	Taiwan Stock Exchange	2025 Cathay United Bank's Sustainable Finance and Climate Change Summit	6
Director	Wei-Te Hsu	March 21, 2025	Taiwan Securities and Futures Institute	Sustainable Disclosure Seminar for TWSE/TPEX Listed Companies	3
		July 16, 2025	Taiwan Corporate Governance Association	Sustainable Development Advocacy Meeting	3
Director	Chun-Tsao Huang	August 12, 2025	Taiwan Investor Relations Institute	Obligations Directors and Insiders of Public Companies Must Know, with Practical Examples	3
		November 10, 2025		Strengthening Corporate Governance and Legal Compliance with Current Event Case Studies.	3

Job title	Name	Date of Training	Organizer	Course Name	Training Hours
Independent Director	Sheng-Yu Liang	July 3, 2025	Taiwan Securities and Futures Institute	Shareholders' Meetings, Management Rights and Equity Strategy	3
		July 8, 2025	Taiwan Academy of Banking and Finance	Trends of Fintech and Information Security Risk Development	3
Independent Director	Chui-Ming Peng	August 14, 2025	Taiwan Securities and Futures Institute	AI Development and Information Security Risks	3
		November 14, 2025	Taiwan Corporate Governance Association	Digital Finance Revolution: Principles of Stablecoins and Development Trends of Blockchain Virtual Assets	3
Independent Director	Jui-Hsiang Huang	August 20, 2025	Taiwan Securities and Futures Institute	Trump's Reciprocal Tariff Storm: Operational Strategies and Outlook of Taiwanese PMI Manufacturers in the Second Half of the Year	3
		September 17, 2025	Taiwan Investor Relations Institute	Corporate Governance and Securities Regulations	3

(IV) Composition and operation of the Remuneration Committee:

The Company's board of directors has reached a resolution to appoint three members to form the Remuneration Committee, which operates in accordance with the Company's "Charter for Remuneration Committee" and submits proposals to the board of directors for discussion. The Remuneration Committee bears the following responsibilities:

1. Regularly review the "Charter for Remuneration Committee" and propose amendments.
  2. Establish and periodically review the performance evaluation of the Company's directors and managerial officers as well as the policy, system, standard and structure for the salary and remuneration.
  3. Regularly assess and determine the remuneration of the Company's directors and officers.
- When carrying out the above duties, the Remuneration Committee shall ensure that:
1. The salary and remuneration are arranged in compliance with related laws and regulations and are attractive to outstanding talents.
  2. The performance evaluation and remuneration of directors and officers shall refer to the common levels of payment among the industry and consider the rationality of the relationship with individual performance, company operating performance and future risks.
  3. No suggestions are made to guide directors and officers to engage in acts that may exceed the company's risk appetite to pursue own salary and remuneration.
  4. The specificity of the industry and the nature of the company's business shall be considered when determining the proportion of profit sharing for short-term performance and the changes in the payment time of part of the salary and remuneration of directors and executives.
  5. No members of the Remuneration Committee are engaged in the discussion and voting of their own salary and remuneration.

### 1. Information of members of Remuneration Committee

Title	Requirements Name	Professional qualifications and experience	Independence status (Note 1)	Concurrently as a member of the remuneration committee of other public companies
Convener (Independent Director)	Sheng-Yu Liang	<u>Please refer to Page 6, Table 1, Information on Directors (II) for relevant information.</u>		0
Independent Director	Chui-Ming Peng			0
Others	Chao-Guang Lu	Master, Institute of Business Administration, Soochow University Served as a salary and remuneration committee member of Tze Shin International Co., Ltd. for more than five years, served as a lecturer in the Department of Accounting at Tunghai University and an assistant manager of Cis Technology Inc. for a total of more than ten years, and had more than five years of work experience in business, finance, accounting and company business, and did not fall under any of the conditions specified in Article 30 of the Company Act.	The requirements of independence are met. There is no circumstance described in Note 1, and the statement of members of Remuneration Committee has been obtained. It is confirmed that the qualifications and requirements of independence under laws and regulations are met.	0

Note 1: Independence status: Describe the circumstances under which the members of the Remuneration Committee meet the independence requirements, including but not limited to whether the member, his or her spouse, or relatives within the second degree of kinship serve as directors, supervisor or employees of the Company or its affiliated enterprises; the number and percentage of the Company's shares held by the member, his or her spouse, or relatives within the second degree of kinship (or held through nominee accounts); whether the member, his or her spouse, or relatives within the second degree of kinship serve as directors, supervisor or employees of companies having specific relationships with the Company (as defined in Article 6, Paragraph 1, Subparagraphs 5 to 8 of the Regulations Governing the Establishment and Exercise of Powers of the Remuneration Committee of a Publicly Listed Company or an OTC-listed Company); and the amount of remuneration received for providing business, legal, financial, or accounting services to the Company or its affiliated enterprises in the most recent two years.

## 2. Performance of the Remuneration Committee

I. The Company's Remuneration Committee has 3 members.

II. Term of office of the fifth committee: August 11, 2023 to June 30, 2026. In the most recent year (2025 to the date of publication of the annual report), the Remuneration Committee held three meetings (A). The qualifications and attendance of the committee members were as follows:

Title	Name	Number of attendance in person (B)	Number of Attendance by Proxy	In-person attendance rate (%) (B/A) (Note 1)	Remarks
Convener	Sheng-Yu Liang	3	0	100%	
Member	Chui-Ming Peng	3	0	100%	
Member	Chao-Guang Lu	3	0	100%	

Other matters to be recorded:

I. If the Board of Directors does not accept, or amends, any recommendation of the Remuneration Committee, state the date and session of the Board meeting, content of the recommendation, the outcome of the resolution of the Board of Directors, and the measures taken by the Company with respect to the opinions of the Remuneration Committee (e.g., if the remuneration approved by the Board is higher than the recommendation of the Remuneration Committee, specify the difference and the reasons): None.

II. With respect to any matter for resolution by the Remuneration Committee, if there is any dissenting or qualified opinion of a committee member that is on record or stated in writing, state the date and session of the Remuneration Committee meeting, content of the motion, the opinions of all members, and the measures taken by the Company with respect to the opinions of the members: None.

III. Information on Remuneration Committee meetings held during the most recent year, review and evaluation of the Company's salary and remuneration are as follows:

Date and term	Resolution content	Resolution by the Remuneration Committee	The Company's response to the Remuneration Committee's opinions	Resolution of the Board of Directors
March 7, 2025 5th term 4th meeting	1. The review of distribution for directors' remuneration and employees' compensation for 2024 of the Company.	Passed	None of the Remuneration Committee members had opinions.	Passed
December 23, 2025 5th term 5th meeting	1. The Company shall submit proposals for the appointment of managerial officers and changes of remuneration to the Remuneration Committee for discussion and resolution.	Passed	None of the Remuneration Committee members had opinions.	Passed
	2. Formulation and distribution of bonuses for the Company's "Tze Shin Yun Li" construction project.	Passed		Passed
	3. Proposal to review the remuneration and performance evaluation of the Company's directors.	Passed		Passed
	4. Proposal to review the remuneration and performance evaluation of the Company's managerial officers.	Passed		Passed
	5. The Company's 2025 year-end bonus review proposal of managers.	Passed		Passed
March 11, 2026 5th term 6th meeting	1. The review of distribution for directors' remuneration and employees' compensation for 2025 of the Company.	Passed	None of the Remuneration Committee members had opinions.	Passed

(V) The implementation of sustainable development and the differences with the Sustainable Development Best Practice Principles for TWSE/TPEX Listed Companies and the reasons for the differences:

Promotion	Execution status		Summary	Deviation from the Sustainable Development Best Practice Principles for TWSE/TPEX Listed Companies and cause thereof
	Yes	No		
I. Has the Company established a governance structure to promote sustainable development and set up a dedicated (part-time) unit to promote sustainable development, which is authorized by the board of directors to handle senior management and supervised by the board of directors?	V		The Company established the Sustainable Development Committee by resolution of the Board of Directors on November 12, 2025, with the General Manager as the head of the Sustainable Development Task Force, and appointed senior officers of the responsible units to manage the work of each group. A report on the implementation status of sustainable development initiatives, including the establishment and review of management policies, strategies, and goals, was submitted to the Board of Directors at least once a year. A report was submitted to the Board of Directors on December 26, 2025.	No major difference
II. Has the Company conducted risk assessments on environmental, social and corporate governance issues related to the Company's operations in accordance with the materiality principle, and formulated relevant risk management policies and strategies?	V		The Company insists in sustainable corporate operations and profitability, performs risk assessment regarding environmental, social, and corporate governance issues, and establishes relevant managing policies, such as the internal audit system and whistleblowing system, to achieve the goal of sustainable operations.	No major difference
III. Environmental issues (I) Has the Company established environmental policies suitable for the Company's industrial characteristics?	V		The Company established a quality management system according to the characteristics of the transportation industry and laws and regulations on transportation. The Company adopted environment-friendly vehicles and measures for greenhouse reduction for the cars of its transportation fleet. The Company is not a manufacturing company; therefore, ISO 14001 does not apply.	No major difference
(II) Is the Company committed to achieving efficient use of resources and using renewable materials that cause less impact on the environment?	V		The Company is dedicated to utilizing an energy monitoring system to enhance the efficiency of energy use and installing and using products that meet the requirements for energy-saving. In response to the green procurement policy, the Company has formulated a vehicle replacement plan to select vehicles that meet environmental protection regulations and standards to reduce energy consumption.	No major difference

Promotion	Execution status			Deviation from the Sustainable Development Best Practice Principles for TWSE/TPEX Listed Companies and cause thereof																																
	Yes	No	Summary																																	
(III) Has the company evaluated the climate change on the present and future potential risks and opportunities of the corporation and has the company adopted responsive actions on climate-related issues?	V		The Company assesses the potential risks and opportunities that climate change poses to the Company now and in the future, as well as its response measures to climate-related issues. Please refer to page 40 for a description of the implementation of climate-related information.	No major difference																																
(IV) Has the company statistically analyzed the greenhouse gas emission, water usage and waste total weight over the past years, and has the company established policies for energy saving, carbon reduction, greenhouse emission reduction, reduction of water usage or other waste management?	V		<p>The statistical data on greenhouse gas emissions, water consumption, and waste for the Company over the past two years was collected with the scope of statistics in 2024 being the 12th Floor, No. 33, Section 2, Jianguo North Road, Zhongshan District, Taipei City. As the Company moved to 6th Floor, No. 206, Section 3, Civic Boulevard, Da'an District, Taipei City in August 2025, the energy consumption data for 2025 covers both locations before and after the move (for the parent company, excluding subsidiaries).</p> <p>1. Greenhouse gas "ISO14064-1:2018":</p> <table border="1"> <thead> <tr> <th>Category</th> <th>Explanation</th> <th>2025</th> <th>2024</th> </tr> </thead> <tbody> <tr> <td>Category 1</td> <td>Direct emissions</td> <td>12.2977</td> <td>4.4038</td> </tr> <tr> <td>Category 2</td> <td>Indirect emissions</td> <td>45.8960</td> <td>45.9222</td> </tr> <tr> <td>Category 3</td> <td>Other indirect emissions (Note)</td> <td>15.4990</td> <td>10.2305</td> </tr> <tr> <td colspan="2">Total: Carbon dioxide equivalent (ton-CO<sub>2</sub>e)</td> <td>73.6927</td> <td>60.5565</td> </tr> </tbody> </table> <p>Note: Inventory scope: Scope 3, category 4 upstream electricity generation and transmission and distribution carbon footprint, upstream extraction and T&amp;D carbon footprint of vehicle gasoline, photocopy paper purchase, and greenhouse gas emissions from domestic waste treatment (incineration).</p> <p>2. Water consumption:</p> <table border="1"> <thead> <tr> <th>Year</th> <th>Water consumption (million litres)</th> </tr> </thead> <tbody> <tr> <td>2024</td> <td>0.629</td> </tr> <tr> <td>2025</td> <td>0.789</td> </tr> </tbody> </table> <p>Note: The source is the common water consumption of the office building, and water consumption units allocated are calculated based on the proportion of the water bill share.</p> <p>3. Waste:</p> <table border="1"> <thead> <tr> <th>Year</th> <th>Output (metric tons)</th> </tr> </thead> <tbody> <tr> <td>2024</td> <td>2.1813</td> </tr> <tr> <td>2025</td> <td>2.4635</td> </tr> </tbody> </table> <p>Note: The Company is not a manufacturing industry, and the waste generated is non-hazardous industrial waste, mainly daily general garbage</p> <p>As the Company's operations are mainly office-based, water resources and waste do not have a significant impact on operations,</p>	Category	Explanation	2025	2024	Category 1	Direct emissions	12.2977	4.4038	Category 2	Indirect emissions	45.8960	45.9222	Category 3	Other indirect emissions (Note)	15.4990	10.2305	Total: Carbon dioxide equivalent (ton-CO <sub>2</sub> e)		73.6927	60.5565	Year	Water consumption (million litres)	2024	0.629	2025	0.789	Year	Output (metric tons)	2024	2.1813	2025	2.4635	No major difference
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Promotion	Execution status		Deviation from the Sustainable Development Best Practice Principles for TWSE/TPEX Listed Companies and cause thereof	
	Yes	No		
			but relevant data are still regularly collected and disclosed. In order to achieve corporate sustainability and cooperate with government policies, the Company is committed to implementing energy conservation and carbon reduction policies, and promoting the habit of saving water and electricity to employees. We are also committed to promoting garbage sorting, recycling and reduction, reducing the use of disposable tableware, etc. to achieve the effect of energy conservation, carbon reduction and energy conservation.	
IV. Social issues				
(I) Has the Company complied with relevant laws and regulations, and the International Bill of Human Rights, to establish the related management policies and procedures?	V		The Company complies with the Labor Standards Act, the Employment Service Act, the Act of Gender Equality in Employment, and other relevant laws and regulations, as well as international human rights standards and guidelines such as the Universal Declaration of Human Rights, the UN Guiding Principles on Business and Human Rights, the UN Global Compact, and the International Labour Organization. All personnel are treated equally and with respect, and the Company's human rights policy is implemented. Please refer to page 79.	No major difference
(II) Has the Company established and implemented reasonable employee welfare measures (including remuneration, leave, and other benefits), and appropriately reflected operating performance or results in employee remuneration?	V		If the Company generates a profit for the year, it will allocate 1% to 5% of its profits as employee bonuses, with at least 10% of the bonuses distributed to base-level employees according to criteria established by the Board of Directors. On March 11, 2026, the Board of Directors resolved to distribute 1.5% of the 2025 employee bonus, of which approximately 42.5% was allocated to rank-and-file employees. The Company shares the philosophy of shared operational results and issued project bonuses at the end of 2025 to substantively reward and motivate colleagues, implement ESG compensation fairness and incentive mechanisms, deepen talent cultivation, and practice corporate sustainable development commitments. The Company will adopt the N+1 year recognition method for special vacation days for employees in the Labor Standards Act, and purchase group accident	No major difference

Promotion	Execution status		Deviation from the Sustainable Development Best Practice Principles for TWSE/TPEX Listed Companies and cause thereof
	Yes	No	
(III) Has the Company provided a safe and healthful work environments for their employees, and organize training on safety and health for their employees on a regular basis?	V	<p>insurance for employees. We will also issue year-end bonuses based on the Company's EPS for that year, provide employees with a reasonable salary and bonus system, implement insurance plans and leave systems, set aside retirement funds in accordance with the law, and set up an employee welfare committee to protect the rights and interests of employees.</p> <p>The Company provides employees with a safe and healthy working environment, and held employee safety education and health checks in September and October 2025, and a fire safety inspection in May 2025. Please refer to page 81. There were no occupational accidents or fire incidents in the Company in 2025.</p>	No major difference
(IV) Has the Company created an environment conducive to the development of their employees' careers and establish effective training programs to foster career skills?	V	<p>The Company implements internal and external training according to the annual education and training plan every year, attaches importance to the development of employees' functions and potential, improves employees' skills and quality through continuous learning, and strengthens the overall competitiveness of the Company. We plan complete functional training for managers and colleagues at all levels, including new employee training, mid-level manager training, professional training, general training, etc., to help employees continue to learn and grow through multiple learning methods, and invest in professional certification training courses to cultivate employees to obtain professional certificates.</p> <p>In 2025, a total of 273 people received career training, with a total training time of 670 hours.</p> <p>During the annual performance interview, supervisors and employees discuss and set up personal annual capability development plans. Through regular review and feedback, we help employees tailor the best development plan.</p>	No major difference
(V) For the customer health and safety, clients' privacy, marketing and labeling of the products and services, has the Company complied	V	<p>The Company attaches great importance to service quality and customer rights, and has established a "Customer Complaint Handling Procedure" to strive to resolve and handle customer complaints as quickly</p>	No major difference

Promotion	Execution status		Deviation from the Sustainable Development Best Practice Principles for TWSE/TPEX Listed Companies and cause thereof
	Yes	No	
<p>with the related laws and regulations and the international standards, and established the policies and complaint procedures to protect consumers' interests?</p> <p>(VI) Has the Company established supplier management policies requiring suppliers to comply with relevant regulations on environmental protection, occupational safety and health, or labor human rights, and what is the implementation status?</p>	V	<p>as possible. The contact information for the Company's customer communication and customer complaints is as follows:  Website for customer communication: www.tsgroup.com.tw  Customer Complaint Hotline: (02) 2509-0036  Customer Complaint Mailbox: service@tsgroup.com.tw</p> <p>The Company has established supplier management measures, focusing on suppliers' requirements in terms of environmental safety and health risks, labor management, ethical standards and honest business operations, and requires them to have relevant certifications as much as possible. A supplier survey form and a sustainable development commitment letter should be included in the contract. If it is a high-risk supplier, the reasons should be understood, and guidance should be provided for improvement or auditing. If it does not meet the standards, the transaction volume should be reduced or the supplier should be replaced. In 2025, the pass rate of key supplier evaluation was 100%.</p>	No major difference
<p>V. Does the Company stipulate standards or guidelines according to the internationally accepted report, prepare sustainability report and reports for disclosing non-financial information of the Company? Has the above-mentioned report obtained confirmation or assurance from a third-party verification agency?</p>	V	<p>The Company prepares the previous year's sustainability report in accordance with the general standards, industry standards and major theme standards issued by the Global Reporting Initiative (GRI) every year, disclosing the major themes and impacts of the economy, environment and people (including human rights) identified by the Company, disclosure items and reporting requirements, and referring to the Sustainability Accounting Standards Board (SASB) standards for disclosure of industry indicator information and the index of report content corresponding to SASB indicators.</p> <p>The Company will obtain third-party assurance or guarantee in accordance with the timeline specified in the "Regulations Governing the Preparation and Filing of Sustainability Reports by TWSE Listed Companies".</p>	No major difference
<p>VI. If the Company has established its own sustainability development code in accordance with the "Sustainable Development Best Practice Principles for TWSE/TPEX Listed Companies," please describe any differences between its operations and the established code:</p>			

Promotion	Execution status			Deviation from the Sustainable Development Best Practice Principles for TWSE/TPEX Listed Companies and cause thereof
	Yes	No	Summary	
The Company has established a Sustainable Development Code of Practice and has consistently followed it since then.				
VII. Other important information that helps to understand the implementation of sustainable development:				
1. Promote and implement industrial HSE protection policies to improve the Company's image and social responsibilities.				
2. Establish the opinion mailbox and communication platform within the Company; and establish the Employee Welfare Committee to protect the rights and interests of employees.				
3. The Company installs splitters on the top of the tractor units to reduce fuel consumption and enhance the energy efficiency of the tractor units.				
4. The Company's subsidiary Miramar Hospitality Co., Ltd. has long been dedicated to the application of energy saving and carbon reduction. It has established the Procedures and Management Handbook for Energy Management, and has been certified as the first hotel in the world that passed the International Energy Management System ISO 50001 certification in 2011. In April 2012, it became the first hotel in the world certified by JAB Japan as the only international tourism hotel with an excellent energy management system.				

1. Implementation status of climate-related information:

Item	Execution status				
1. Detail the supervision and governance of climate-related risks and opportunities by the Board of Directors and management.	The Board of Directors serves as the highest supervisory unit for climate change risk governance and has established a Sustainable Development Committee and a Sustainable Development Task Force. The General Manager leads the Task Force, and the heads of various departments are responsible for climate change-related management work, identifying climate risks and evaluating and responding to climate impacts within their respective areas of responsibility. They report regularly (at least once a year) to the Board of Directors on performance related to sustainability and climate change issues, impact assessments, and progress toward sustainability goals.				
2. Describe the business, strategic and financial aspects of how the identified climate risks and opportunities will affect the business (short-term, medium-term and long-term).	The Company has identified climate change risks and opportunities based on the TCFD recommended framework assessment, and defined the short term as 1 to 3 years, the medium term as 4 to 6 years, and the long term as 7 to 10 years or more. The Company has also assessed the potential operational and financial impacts of the relevant climate risks and opportunities on the Company in order to plan various action response strategies. (1) Climate risks				
3. Describe the financial impact of extreme weather events and transformation actions.	Risk type	Risk factors	Impact period	Financial impact statement	Response strategies
	Transformation risks	Strengthening emissions reporting obligations	Short-term	In response to government greenhouse gas regulations, the Company is required to conduct inventory and disclose environmental data, and replace energy-saving equipment, increase related expenses, and thus increase operating expenses.	Implement energy conservation and carbon reduction plans, phase out energy-saving equipment in stages, improve the electricity efficiency of air conditioning, lighting and office equipment; strengthen water resource management, implement water-

					saving measures, improve the efficiency of energy resource use, and reduce waste and costs.
Transformation risks	Rising raw material costs	Mid-term	Due to climate change, including the EU's trial carbon tariff declaration starting in 2023 and collection starting in 2026, the cost of purchasing raw materials and transportation costs will increase, which will in turn affect operations.		Strengthen the local procurement ratio of the supply chain to reduce the increase in raw material and transportation costs; in the future, strengthen the management of product carbon footprint and reduce carbon costs through green design and environmental protection design.
Transformation risks	Improving greenhouse gas emissions pricing	Long-term	The Climate Change Response Act includes a net-zero emissions target for 2050 and will impose carbon fees on high-carbon emission industries starting in 2025. The Company is not in the high-carbon emission industry, and the financial impact is relatively low.		Considering the future, in addition to implementing a comprehensive greenhouse gas inventory in 2025, the Company will also plan to evaluate the purchase of green electricity and carbon rights, and set carbon reduction targets.
Physical risks	Changes in rainfall (water) patterns and extreme changes in climate patterns	Mid-term	Due to the increase in extreme weather events, the frequency of typhoons and rainstorms has increased, which may cause flooding in the office building area and affect the Company's operations. After evaluation, it may cause low-level financial losses.		The Company establishes a disaster prevention task force during natural disasters to reduce immediate risks. The Company arranges regular maintenance of the drainage facilities in the buildings every month, so this risk does not constitute a significant impact on the overall operation.
Physical risks	Average temperature rise	Long-term	Average temperatures continue to rise, leading to higher energy consumption and higher operating costs.		Gradually replace and update air-conditioning equipment, and give priority to purchasing products with energy-saving and environmental protection labels.
<b>(2) Climate opportunities</b>					
Types of opportunities	Risk factors	Impact period	Financial impact statement	Response strategies	
Transformation opportunities	Research and development and innovation of new low-	Mid-term	The increase in the green design ratio may increase the initial cost, but it is beneficial to the corporate image,	Assess and select suppliers that meet the sustainability criteria, and increase the percentage of green	

		carbon products and services		and the market trend and consumer preferences, which increase market competitiveness and revenue.	building designs.
	Transformation opportunities	Diversification of business activities	Long-term	We will continue to develop sustainable business strategies and develop low-carbon products to meet the needs of investors and customers and increase operating income.	Develop business projects and construction projects that are in line with sustainable development trends, and hope to connect green energy design to meet the needs of customers and investors.
	Physical opportunities	Improve resource efficiency	Long-term	Enhance resource utilization efficiency, reduce water and electricity expenses and consumables costs, and reduce operating costs in the long run.	Gradually replace energy-saving products and conduct carbon inventory calculations to manage energy use more efficiently.
4. Describe how the climate risk identification, assessment and management process is integrated into the overall risk management system	Based on the materiality principle, the Company's Sustainable Development Team is responsible for assessing sustainability risks related to operations, covering environmental, social and corporate governance issues, and conducting climate risk assessments simultaneously. After assessing various risks, the Sustainable Development Team will coordinate and decide on major sustainability and climate risks, formulate corresponding implementation strategies and goals, and report the implementation status to the Board of Directors regularly every year.				
5. If scenario analysis is used to assess resilience to climate change risks, the scenarios, parameters, assumptions, analysis factors and main financial impacts used should be explained.	The Company uses 1.5°C (Net Zero Scenario) as the transition risk scenario for assessment, assuming that the carbon cost is estimated at \$300 per ton of carbon. If calculated based on the 2025 annual emissions of approximately 73 metric tons, the annual increase will be approximately \$21.9 thousand. If the carbon fee is further adjusted in the future, the impact on operating costs may be even greater. The Company used the tools provided by TCCIP (Climate Change Integration Service Platform) as a reference for the assessment of physical risk scenarios for climate change, and ultimately selected the RCP8.5 scenario as the Company's physical risk scenario for climate change, with a temperature rise of 1.9°C in 2050 and a 5% increase in electricity consumption. Under the condition that the electricity rate remains unchanged, the derived electricity rate will increase by 5%.				
6. If there is a transformation plan to manage climate-related risks, describe the content of the plan and the indicators and targets used to identify and manage physical and transformation risks.	<p>(1) Average temperature rise: Gradually replace air-conditioning equipment and introduce Class 1 energy-efficient products. At the same time, build energy storage systems to improve energy efficiency and evaluate obtaining renewable energy or purchasing renewable energy certificates to reduce carbon emissions.</p> <p>(2) Resource efficiency improvement and low-carbon services: Strengthen supply chain management, promote energy conservation and carbon reduction, implement green building material procurement, and increase the proportion of green building design in construction projects to reduce energy consumption during the construction process and the use stage.</p> <p>(3) Related indicator targets:</p>				

	In 2024, the Company introduced ISO 14064-1 and evaluated and developed third-party verification. At the same time, we increased the proportion of green building designs in construction projects and continued to develop business projects that are in line with the trend of sustainable development.
7. If internal carbon pricing is used as a planning tool, the basis for setting the price should be explained.	The Company has not yet planned internal carbon pricing.
8. If climate-related targets are set, the activities covered, the scope of greenhouse gas emissions, the planning period, the annual progress achieved, and other information should be explained; if carbon offsets or renewable energy certificates (RECs) are used to achieve relevant targets, the source and quantity of the carbon reduction credits or the number of renewable energy certificates (RECs) offset should be explained.	<p>(1) Emission reduction targets: The Company is an office-type company, and most of the energy is used for office administration, rather than being a major energy user. The parent company is expected to reduce greenhouse gas emissions by 3-5% in 2030 from the base year of 2025, and by 10-15% in 2040, striving to achieve the government's 2050 net zero emissions target.</p> <p>(2) Strategic actions: The Company sets climate-related goals and actively promotes a number of measures to achieve carbon reduction targets. First, through procurement policies, purchase infrastructure equipment with energy-saving and environmentally friendly labels. Secondly, the air-conditioning system will be gradually replaced with energy-efficient Class 1 products to reduce energy consumption and carbon emissions. In addition, in order to achieve the carbon neutrality goal, we carefully evaluate the purchase of renewable energy certificates (RECs) internally. The Company will be committed to improving the sustainability of its overall business operations, with the goal of gradually increasing the proportion of green building designs between 2030 and 2050 to promote corporate sustainable development and assessing progress annually to ensure that the set goals are achieved.</p>
9. Greenhouse gas inventory and confirmation status and reduction targets, strategies and specific action plans (fill in 1-1) and (1-2).	Please refer to the following instructions.

## 1-1 The Company's greenhouse gas inventory and assurance in the last two years

### 1-1-1 Greenhouse Gas Inventory Information

Greenhouse gas emissions (metric tons CO <sub>2</sub> e), intensity (metric tons CO <sub>2</sub> e/ NTD million) and data coverage for the most recent two years.					
Data coverage: In 2024, the statistical scope was the 12th Floor, No. 33, Section 2, Jianguo North Road, Zhongshan District, Taipei City. Additionally, since the company moved to the 6th Floor, No. 206, Section 3, Civic Boulevard, Da'an District, Taipei City in August 2025, the data used for 2025 covered both locations before and after the relocation (for the parent company, excluding subsidiaries). The Company has established a greenhouse gas inventory mechanism in accordance with the ISO14064-1 greenhouse gas inventory standard issued by the International Organization for Standardization to grasp the use and emission of greenhouse gases.					
Scope	Category	2025		2024	
		Emissions (metric tons CO <sub>2</sub> e)	Density (metric tons CO <sub>2</sub> e/sales in NTD million)	Emissions (metric tons CO <sub>2</sub> e)	Density (metric tons CO <sub>2</sub> e/sales in NTD million)
The company (excluding subsidiaries)	Category 1 Direct greenhouse gas emissions	12.2977	/	4.4038	/
	Category 2 Indirect greenhouse gas emissions	45.8960		45.9222	
	Category 3	15.4990		10.2305	
<b>Total</b>		<b>73.6927</b>	<b>5.8696</b>	<b>60.5565</b>	<b>5.2208</b>
<p>Note 1: Scope 3, category 4 upstream electricity generation and transmission and distribution carbon footprint, upstream extraction and T&amp;D carbon footprint of vehicle gasoline, photocopy paper purchase, and greenhouse gas emissions from domestic waste treatment (incineration).</p> <p>Note 2: The intensity of greenhouse gas emissions can be calculated per unit of product/service or turnover, but at least the data calculated based on turnover (NTD million) should be stated; the individual revenue in 2025 was \$12.555 million, and the individual revenue in 2024 was \$11.599 million; the Company currently relies on housing sales and investment as its revenue sources, so the annual turnover will fluctuate greatly, and the emission intensity will also fluctuate greatly.</p>					

### 1-1-2 Greenhouse Gas Confirmation Information

Description of the assurance status for the most recent two years ending on the date of publication of the annual report, including the assurance scope, assurance organization, assurance criteria and assurance opinion: Not applicable.
The scope of information covered by the sustainable development roadmap of listed companies is as follows: (1) The parent company entity should implement the confirmation from 2028. (2) Subsidiaries with consolidated financial statements should implement the system starting from 2029.
The current status of the Company's greenhouse gas emissions inventory is managed and disclosed on a voluntary basis in order to understand current trends and take early action. It has not yet been confirmed by an external third-party verification agency.

## 1-2 Greenhouse gas reduction targets, strategies and specific action plans

Describe the greenhouse gas reduction base year and its data, reduction targets, strategies and specific action plans, and the status of achievement of the reduction targets.

(1) Greenhouse gas reduction base year and reduction target:

The year 2024 was established as the first year for inventory based on ISO 14064-1:2018 and also as the base year. However, the Company relocated in August 2025, and the inventory boundary was moved to the 6th Floor, No. 206, Section 3, Civic Boulevard, Da'an District, Taipei City. The original office has not yet been disposed of, and the period covered two office locations, resulting in a change of the inventory boundary. Simultaneously, carbon emissions exceeded 5% of the 2024 baseline year (approximately 46% higher than the baseline year). Therefore, the baseline year was changed to 2025.

In the future, the Company will continue to promote energy conservation and carbon reduction measures based on the baseline year of 2025, and set short-term reduction targets of 1-3%, and medium- to long-term reduction targets of 3-5%. It will gradually improve energy efficiency, reduce the impact of operations on the environment, and respond to the national net-zero emissions policy.

(2) Greenhouse gas reduction strategy and specific action plan:

The Company uses energy for office administration. To avoid waste, we prioritize energy resource management. The Company is fully promoting the following energy-saving measures, with the short-term goal of reducing carbon emissions by 1~3%. In addition, the waste generated by the Company is employee household garbage and resource recycling waste, which are all cleaned up by qualified removal and treatment companies commissioned by the building management committee. Gradually implement the government's net zero emissions requirements and targets. For specific energy-saving measures to reduce greenhouse gases, please refer to the Sustainable Environment section under Sustainable Development on the Company's website.

(3) Achievement of reduction targets:

The Company has adjusted the base year of greenhouse gas emissions to 2025, as the basis for subsequent reduction performance evaluation. The results of the inventory show that energy-saving measures have yielded initial results. Specifically, scope 2 emissions decreased by 0.0262 tonnes CO<sub>2</sub>e (approximately 0.06%) compared to the previous period. Additionally, the purchase of photocopy paper decreased from 279.3500 kg to 255.0330 kg, a reduction of about 8.70%, indicating continued improvement in resource efficiency. In the future, the Company will continue to refine its energy management and promote various carbon reduction initiatives to gradually achieve a short-term reduction target of 1-3%, and progress toward its mid- and long-term reduction goals.

(VI) Ethical Corporate Management Practices and Deviations from "Ethical Corporate Management Best Practice Principles for TWSE/TPEX-Listed Companies" and Reasons:

Assessment Item	Implementation Status		Discrepancies with the Ethical Corporate Management Best Practice Principles for TWSE/GTSM Listed Companies and Reasons
	Yes	No	
I. Establishing ethical corporate management policies and programs			
(I) Has the company established ethical management policies approved by the board of directors' meeting and stated in its memorandum or external correspondence about the policies and practices it has to maintain business integrity? Are the board of directors and the management committed to fulfilling this commitment?	V		No major difference
(II) Has the company established assessment mechanism for unethical conduct risk, performed periodic analysis and assessed operating activities of relatively higher unethical conduct risk in the scope of business, and has established unethical conduct solution accordingly, and at least covering the preventive measures for the conducts described in each subparagraph of Paragraph 2 of Article 7 of the "Ethical Corporate Management Best Practice Principles for TWSE/GTSM Listed Companies"?	V		No major difference
(III) Has the Company established programs to prevent unethical conduct and stated and implement operating procedures, code of conduct, punishment for violation, and grievance mechanisms in such	V		No major difference

Assessment Item	Implementation Status		Summary	Discrepancies with the Ethical Corporate Management Best Practice Principles for TWSE/GTSM Listed Companies and Reasons
	Yes	No		
programs and regularly reviewed and revised such programs?			performance appraisal and human resources policy, and establishing a clear and effective reward and punishment system.	
II. Implement ethical management (I) Does the company evaluate the ethical record of its counterparts and explicitly include clauses on ethical conduct in transaction contracts?	V		When the Company signs any contract or agreement with others in accordance with internal administration regulations and external correspondence, it shall fully understand the integrity of the counterparty's business conditions and it is recommended to include integrity management in the terms and conditions of the contract or agreement or clearly stipulate the integrity matters.	No major difference
(II) Has the company established a dedicated unit directly under the board of directors and responsible for the promotion of corporate ethical management and reporting its ethical management policy and proposal for prevention of unethical conducts as well as supervision of implementation status to the board of directors' meeting periodically (at least once annually)?	V		The Company has designated the office of the Chairman of the Board, which belongs to the Board of Directors, as the responsible unit for the establishment and supervision of integrity management policies and prevention plans, in order to ensure the integrity of operations. This is carried out in accordance with Article 17 of the Company's "Integrity Management Code", which includes senior executives from the management team among its members. The Chairman's Office is responsible for developing plans for relevant issues, and its members coordinate the implementation of the steps, and report the implementation status to the Board of Directors at least once a year and disclose it on the company website. The implementation status for 2025 was reported to the Board of Directors on March 11, 2026. 2025 promotion and operation of integrity management and implementation: 1. Education and training: Internal and external education and training are implemented according to the annual plan; directors and managers also participate in seminars and workshops organized by external organizations related to business ethics, including courses on legal compliance for ethical management, case studies of violations, and basic legal knowledge, to strengthen	No major difference

Assessment Item	Implementation Status		Discrepancies with the Ethical Corporate Management Best Practice Principles for TWSE/GTSM Listed Companies and Reasons
	Yes	No	
			<p>understanding of and adherence to ethical management practices, and to manage and prevent unethical behavior. All directors and employees have signed a declaration of "Integrity Management Principles," and the signature rate is 100%.</p> <p>2. Compliance promotion: The responsible unit promoted education for all colleagues. On October 20, 2025, a promotion event on "Implementing Ethical Management" was held, featuring example videos. The important requirements of the ethical management rules and internal handling of major information were summarized, and through internal announcement briefings and case studies, colleagues were informed of the matters to be aware of when conducting business.</p> <p>3. Periodic review: Effective control and implementation are achieved through annual self-assessment procedures, and the audit unit conducts audits to ensure the operation of the overall mechanism, as well as joint management and prevention of unethical conduct. The employee performance appraisal form also includes integrity items, with clear rewards and disciplinary measures. No violation of ethical management occurred in 2025.</p> <p>4. Whistle-blowing system and whistleblower protection: Article 23 of the Company's "Ethical Corporate Management Best Practice Principles" provides for whistle-blowing procedures and procedures for handling whistleblowing incidents, and the identity of the whistleblower and the content of the report were kept confidential. An independent internal whistleblowing mailbox and hotline have been set up on the Company's website for use by internal and external personnel. Dedicated personnel have been assigned</p>

Assessment Item	Implementation Status			Discrepancies with the Ethical Corporate Management Best Practice Principles for TWSE/GTSM Listed Companies and Reasons
	Yes	No	Summary	
(III) Does the company establish and implement a policy to prevent conflicts of interests and provide suitable channels for reporting such conflicts?	V		to handle reports against the subjects being reported. The Company's website also includes contact and grievance channels for employees, customers, and suppliers. No complaints were filed in 2025. The Company stipulates the terms of preventing conflicts of interest in the "Ethical Management Principles" and "Code of Ethical Conduct" to provide guidelines for employees. The Company has established and announced an internal independent reporting mailbox and hotline at the Company's official site for usage by internal and external personnel of the Company.	No major difference
(IV) Has the Company established an effective accounting and internal accounting and control systems for the implementation of ethical corporate management policies, prepared audit plans according to the evaluation results of dishonesty risks and have they results audited by internal auditors or CPAs?	V		The Company has established an accounting system and an internal control system. The Company's internal audit unit prepares relevant audit plans based on the evaluation results of dishonesty risks and prepare audit reports to submit to the Audit Committee and report to the board of directors. In addition, the Company also complies with the "Company Act" and "Securities Exchange Act" and other relevant laws and regulations and CPAs are responsible for the verification and certification of relevant accounting books.	No major difference
(V) Does the company regularly organize internal and external education and training activities for ethical corporate management?	V		The Company regularly organizes internal and external education and training on integrity management; directors and managers also participate in seminars and workshops on integrity management held by external organizations (including courses on compliance with the laws and regulations on integrity management, accounting systems and internal control, etc.). In 2025, there were 124 directors, managers and employees working for a total of 238.3 hours.	No major difference
III. Reporting system operation status of the Company				
(I) Does the company establish explicit whistleblower and reward schemes and	V		The Company has clearly defined the reporting and reward and punishment system in its internal management	No major difference

Assessment Item	Implementation Status		Summary	Discrepancies with the Ethical Corporate Management Best Practice Principles for TWSE/GTSM Listed Companies and Reasons
	Yes	No		
<p>convenient reporting channels, and assign appropriate personnel to investigate the target of a whistleblower report?</p> <p>(II) Has the company established any investigation standard operating procedures for accepting reported misconducts, subsequent measures and relevant confidentiality measures required to be performed after the completion of the investigation?</p>	V		<p>regulations and external documents, and has announced it to all employees. An independent internal reporting mailbox has been established and announced on the Company's website for use by internal and external personnel of the Company. Appropriate dedicated personnel are assigned to the reported objects. The website has also added contact complaint channels for employees, customers, and suppliers. No complaints were filed in 2025. Article 23 of the Company's "Ethical Management Principles" stipulates reporting and handling procedures for whistleblowing, as well as the respective types of reporting matters and the investigation standard operating procedures. Matters of whistleblowing involving general employees shall be reported to the department head, and those involving directors or senior executives shall be reported to independent directors. Written documents shall be kept for acceptance, investigation, and investigation results for at least five years; and relevant personnel handling whistleblowing shall make a written statement to keep the identity of the whistleblower and the content of the whistleblowing confidential.</p>	No major difference
<p>(III) Does the company establish measures to protect whistleblowers against retaliation?</p>	V		<p>The Company has complied with the "Ethical Management Principles" and promised to protect the whistleblower from being improperly dealt with due to the whistleblowing.</p>	No major difference
<p>IV. Enhance information disclosure Has the Company disclosed the Ethical Management Principles and effect of implementation thereof on its website and Market Observation Post System?</p>	V		<p>The Company has disclosed the "Ethical Management Principles" at the Company's official site and MOPS. The Company's official site also discloses the concept of integrity management and policies in internal administration regulations; and suppliers, customers or other business-related entities and personnel all clearly understand the Company's integrity management philosophy and standards.</p>	No major difference

Assessment Item	Implementation Status			Discrepancies with the Ethical Corporate Management Best Practice Principles for TWSE/GTSM Listed Companies and Reasons
	Yes	No	Summary	
V.			<p>If the Company has established its own sustainability development principles in accordance with "Ethical Corporate Management Best Practice Principles for TWSE/GTSM Listed Companies," please describe its current practices and any discrepancies from the Best Practice Principles: The company has formulated the "Ethical Management Principles," internal administration regulations and external correspondence are implemented in accordance with the integrity management policy and there has been no discrepancy or inconsistency between the operations and the integrity management policy.</p>	
VI.			<p>Other important information contributing to understanding the Company's integrity management operations includes situations such as the Company's review and revision of its integrity management code. In compliance with the revised "Integrity Management Code for Listed and OTC Companies", the Company reviewed and revised its "Integrity Management Code" in 2020 and reported it to the shareholders' meeting. The Company's directors, managerial officers, employees, appointees, and persons with ultimate control over the Company shall exercise the care of a good administrator in duly supervising the Company to prevent unethical behavior, reviewing the results of implementation and continuing improvement at any time to assure the implementation of the integrity management policy. The Company pays attention to the development of regulations regarding integrity management in Taiwan and overseas at all times, and encourages directors, managerial officers, and employees to raise suggestions, by which the Company reviews and improves the integrity management policy and promotion measures, to improve the outcome of implementing integrity management.</p>	

(VII) Other important information that may enhance your understanding of the Company's governance practices:

1. When the Company signs a contract with an important commercial partner, it will publicize the Company's determination to operate with integrity and let the partner understand the relevant operations of integrity operation.
2. The Company continues to arrange courses for directors to carry out further education to assist the Board of Directors in implementing the spirit of corporate governance.
3. The Company's Board of Directors revised the "Board of Directors Performance Evaluation Method" on April 1, 2021. The results of the Board of Directors' performance evaluation were reported at the Board of Directors' meeting on March 11, 2026. The overall performance evaluation results of the 2025 Board of Directors' performance evaluation were mostly "Good".

(VIII) Internal control system execution status:

1. Statement of internal control:

Relevant details can be found Market Observation Post website:

(<https://mops.twse.com.tw/mops/#/web/t06sg20>)

Home > Single Company > Corporate Governance > Company Rules/Internal Control > Internal Control Statement Announcement. Enter company code 2611 to view related information.

2. Where CPA is entrusted to review the internal control system, the CPA examination report shall be disclosed: None.

(IX) Major Resolutions Made by General Shareholders' Meetings and Board Meetings in the Previous Fiscal Year and Up to the Printing Date of Annual Report

1. Important resolutions of the 2025 shareholders' meeting and their implementation:

Date	Important resolutions	Execution status
June 20, 2025	<ol style="list-style-type: none"> <li>1. Approved the Company's 2024 annual business report and financial statements.</li> <li>2. Passed the ratification of the 2024 distribution of earnings.</li> <li>3. Discussion of amendments to the Company's "Articles of Incorporation".</li> <li>4. Proposal to sell the office in Zhongshan District, Taipei City.</li> </ol>	<ol style="list-style-type: none"> <li>1. The resolution has been implemented and the minutes of the shareholders' meeting have been uploaded to the Market Observation Post System on July 4, 2025.</li> <li>2. The resolution has been implemented and the minutes of the shareholders' meeting have been uploaded to the Market Observation Post System on July 4, 2025.</li> <li>3. The resolution has been implemented and the changes have been approved by the Ministry of Economic Affairs on August 5, 2025, and uploaded to the Company's website.</li> <li>4. The resolution has been implemented and the minutes of the shareholders' meeting have been uploaded to the Market Observation Post System on July 4, 2025.</li> </ol>

2. Major Resolutions of the Board of Directors' Meeting:

Date and term	Proposal content	Opinions of all independent directors	The Company's response to the independent directors' opinions	Resolution of the Board of Directors
March 11, 2025 14th term 13th meeting	<ol style="list-style-type: none"> <li>1. Proposal for the distribution of 2024 director and employee remuneration. [Remuneration Committee] (Note 1, Note 2)</li> <li>2. Discussion of the 2024 business report and financial statements. [Proposed by the Audit Committee]</li> <li>3. Discussion of the 2024 earnings distribution. [Proposed by the Audit Committee]</li> <li>4. Discussion on the Company's 2024 internal control system statement. [Proposed by the Audit Committee]</li> <li>5. Proposal to sell the office in Zhongshan District, Taipei City. [Proposed by the Audit Committee] (<b>Note 1</b>)</li> <li>6. Proposal for amendment to the Company's "Articles of Incorporation." [Proposed by the Business Planning Office]</li> <li>7. Proposal for convening the 2025 regular shareholders' meeting of the Company. [Proposed by the Financial Department]</li> <li>8. Proposal for amendment to the Company's "Corporate Governance Best Practice Principles" and "Procedures for Handling Material Insider Information and Prevention Against Insider Trading". [Proposed by the Business Planning Office]</li> <li>9. Proposal for application for loan facility from financial institute. [Proposed by the Financial Department]</li> </ol>	None	All independent directors have no opinion	Passed
March 19, 2025 14th term 14th meeting (Emergency call)	<ol style="list-style-type: none"> <li>1. The Company intends to purchase land in Datong section of Zhunan Township, Miaoli County. [Proposed by the Construction Business Department]</li> </ol>	None	All independent directors have no opinion	Passed
April 29, 2025 14th term	<ol style="list-style-type: none"> <li>1. The Company intends to purchase land in Datong section of Zhunan Township, Miaoli County. [Proposed by the Construction Business Department]</li> </ol>	None	All independent directors	Passed

Date and term	Proposal content	Opinions of all independent directors	The Company's response to the independent directors' opinions	Resolution of the Board of Directors
15th meeting (Emergency call)			have no opinion	
May 14, 2025 14th term 16th meeting	1. Discussion of the Company's consolidated financial statements for the first quarter of 2025. [Proposed by the Audit Committee] 2. The Company acquired shares of Taiwan Semiconductor Manufacturing Co., Ltd. [Proposed by the Audit Committee] <b>(Note 1)</b> 3. The Company's ex-dividend trading date, base date and payment date. [Proposed by the Financial Department]	None None None	All independent directors have no opinion	Passed Passed Passed
July 18, 2025 14th term 17th meeting	1. The Company intends to sell its Taipei office. [Proposed by the Construction Business Department] 2. The Company proposed the sale of Yuan Chuan Steel Co., Ltd. shares. [Proposed by the Audit Committee] <b>(Note 1, Note 2)</b> 3. Proposal for application for loan facility from financial institute. [Proposed by the Financial Department]	None None None	All independent directors have no opinion	Passed Passed Passed
August 13, 2025 14th term 18th meeting	1. Discussion of the Company's consolidated financial statements for the second quarter of 2025. [Proposed by the Audit Committee] 2. The Company intends to acquire the shares of its subsidiary Miramar Hospitality Co., Ltd. [Proposed by the Audit Committee] <b>(Note 1)</b> 3. The Company intends to work with the landowner to end the Xinghua section of Sanchong District, New Taipei City through urban renewal. [Proposed by the Audit Committee] <b>(Note 1)</b> 4. Proposal for change of accounting supervisor. [Proposed by the Audit Committee] <b>(Note 1)</b> 5. The Company prepared and reported the 2024 ESG Report. [Proposed by the Business Planning Office] 6. Change in the Company's registered address. [Proposed by the Management Department] 7. Proposal for application for loan facility from financial institute. [Proposed by the Financial Department]	None None None None None None None	All independent directors have no opinion	Passed Passed Passed Passed Passed Passed Passed
September 18, 2025 14th term 19th meeting	1. The Company proposed the sale of Yuan Chuan Steel Co., Ltd. shares. [Proposed by the Audit Committee] <b>(Note 1, Note 2)</b> 2. Discussion regarding the scope of the Company's entry-level employees. [Proposed by the Management Department] 3. Proposal for application for loan facility from financial institute. [Proposed by the Financial Department]	None None None	All independent directors have no opinion	Passed Passed Passed
November 12, 2025 14th term 20th meeting	1. Discussion of the Company's consolidated financial statements for the third quarter of 2025. [Proposed by the Audit Committee] 2. Amendments to the "internal control system" and "internal audit system." [Proposed by the Audit Committee] 3. Disposal of shares in Taiwan Semiconductor Manufacturing Co., Ltd. by the Company. [Proposed by the Audit Committee] 4. The Company established the "Sustainable Development Committee" and the "Sustainable	None None None None	All independent directors have no opinion	Passed Passed Passed Passed

Date and term	Proposal content	Opinions of all independent directors	The Company's response to the independent directors' opinions	Resolution of the Board of Directors
	<p>Development Committee Charter." [Proposed by the Business Planning Office]</p> <p>5. Appointment of members to the Sustainability Committee. [Proposed by Business Planning Office] <b>(Note 1, Note 2)</b></p> <p>6. Amendments to the Company's "Company Organizational Rules" and "Company Organizational Chart". [Proposed by the Business Planning Office]</p>	None		Passed
December 26, 2025 14th term 21st meeting	<p>1. Discussion of the Company's 2025 sustainability policy, annual plan, and sustainability information. [Proposed by the Sustainable Development Committee]</p> <p>2. Amendments to the Company's sustainability-related operational procedures. [Proposed by the Business Planning Office]</p> <p>3. Amendments to the Company's "Internal Control System." [Proposed by the Audit Committee] <b>(Note 1)</b></p> <p>4. Hiring of CPAs and associated fees [Proposed by the Audit Committee] <b>(Note 1)</b></p> <p>5. Proposal for personnel changes. [Proposed by the chairman]</p> <p>6. The Company shall submit proposals for the appointment of managerial officers and changes of remuneration to the Remuneration Committee for discussion and resolution. [Proposed by the Remuneration Committee] <b>(Note 1)</b></p> <p>7. Formulation and distribution of bonuses for the Company's "Tze Shin Yun Li" construction project. [Remuneration Committee] <b>(Note 1, Note 2)</b></p> <p>8. Proposal to review the remuneration and performance evaluation of the Company's directors. [Proposed by the Remuneration Committee]</p> <p>9. Proposal to review the remuneration and performance evaluation of the Company's managerial officers. [Remuneration Committee] <b>(Note 1, Note 2)</b></p> <p>10. Proposal to review 2025 year-end bonus of the Company's managerial officers. [Remuneration Committee] <b>(Note 1, Note 2)</b></p> <p>11. Proposal for the 2026 audit plan of the Company. [Proposed by the Auditing Office]</p> <p>12. Proposal for application for loan facility from financial institute. [Proposed by the Financial Department]</p>	None	All independent directors have no opinion	Passed
March 11, 2026 14th term 22nd meeting	<p>1. Proposal for the distribution of 2025 director and employee remuneration. [Remuneration Committee] <b>(Note 1, Note 2)</b></p> <p>2. Discussion of the 2025 business report and financial statements. [Proposed by the Audit Committee]</p> <p>3. Discussion of the 2025 earnings distribution. [Proposed by the Audit Committee]</p> <p>4. Discussion on the Company's 2025 internal control system statement. [Proposed by the Audit Committee]</p> <p>5. Proposal for amendment to the Company's "Articles of Incorporation." [Proposed by the Business Planning Office]</p> <p>6. Proposal for re-election of the Company's directors upon expiry of their term of office. [Proposed by the</p>	None	All independent directors have no opinion	Passed

Date and term	Proposal content	Opinions of all independent directors	The Company's response to the independent directors' opinions	Resolution of the Board of Directors
	Business Planning Office]			
	7. Discussion on the nomination of the Company's Board of Directors and review of the list of candidates nominated for directors. [Proposed by Business Planning Office] (Note 1, Note 2)	None		Passed
	8. Discussion on acts of compete of directors of the Company. [Proposed by the Business Planning Office]	None		Passed
	9. Proposal for convening the 2026 regular shareholders' meeting of the Company. [Proposed by the Financial Department]	None		Passed
	10. The Company's ex-dividend trading date, base date and payment date. [Proposed by the Financial Department]	None		Passed
	11. Discussion regarding the scope of the Company's entry-level employees. [Proposed by the Management Department]	None		Passed
	12. Report on the list of directors re-elected of the subsidiary Miramar Hospitality Co., Ltd. [Proposed by Business Planning Office] (Note 1, Note 2)	None		Passed
	13. Custodian of special seal endorsed and guaranteed by the Company. [Proposed by Business Planning Office] (Note 1)	None		Passed
	14. Proposal for application for loan facility from financial institute. [Proposed by the Financial Department]	None		Passed

Note 1: Matters set forth in Article 14-3 of the Securities and Exchange Act.

Note 2: Matters involving the directors' personal interests.

- (X) In the latest fiscal year and up to the date of publication of the annual report where directors expressed disagreement with important resolutions passed by the Board of Directors and provided recorded or written statements: None.

#### IV. Audit Fees:

##### Audit Fees

(expressed in NT\$ thousand)

Accounting Firm Name	Name of CPA	CPA Audit Period	Audit Fee	Non-Audit Fee	Total	Remarks
Deloitte & Touche	Fang, Han-Ni, Chen, Chao-Yu	January 1, 2025 to December 31, 2025	2,870	150	3,020	Non-audit fees are mainly the CPAs' reimbursed expenses for postage, travel, printing, etc.

- (I) If a company changes its accounting firm and the audit fees paid in the year of change are less than the audit fees paid in the year before the change, the amount of audit fees paid before and after the change and the reason should be disclosed: The Company did not have such a situation in 2025.
- (II) If the audit fee decreases by more than 10% compared to the previous year, the amount, proportion and reason of the decrease in audit fee should be disclosed: The Company did not have such an event in 2025.

**V. Change of CPAs:**

The Company had no such situation in 2025.

**VI. The Company's chairman, president and officers in charge of financial or accounting affairs working in the CPA firm or its affiliates within the last fiscal year, his/her name, job title, and the period of service at the firm to which the CPA belongs or its affiliated enterprises shall be disclosed. The so-called affiliated companies of the accounting firm to which the certified public accountant belongs refers to the companies or institutions in which the certified public accountant's firm holds more than 50% of the shares or obtains more than half of the board seats, or the companies or institutions listed as affiliated companies in the materials released or published by the certified public accountant's firm:**

The Company had no such situation in 2025.

**VII. Changes in equity transfers and equity pledges by directors, managers and shareholders holding more than 10% of the shares in the most recent year and up to the publication date of the annual report. If the counterparty to a share transfer or share pledge is a related party, the name of the counterparty, the relationship with the Company, directors, supervisors, shareholders holding more than 10% of the shares, and the number of shares acquired or pledged shall be disclosed.**

**(I) Equity transfer:**

Relevant details can be found Market Observation Post website:

[https://mops.twse.com.tw/mops/#/web/query6\\_1](https://mops.twse.com.tw/mops/#/web/query6_1)

Home > Individual Company > Changes in Shareholding/Securities Issuance > Share Transfer Information Inquiry > Insider Shareholding Change Post-Reporting Form.

Enter company code "2611" to inquire about relevant content.

**(II) Changes in share pledge:**

Relevant details can be found Market Observation Post website:

[https://mopsov.twse.com.tw/mops/web/STAMAK03\\_1](https://mopsov.twse.com.tw/mops/web/STAMAK03_1)

Homepage > Individual Company > Changes in Shareholding/Securities Issuance > Insider Pledge and Release of Pledge > Insider Pledge and Release of Pledge

Announcement. Enter company code "2611" to check the relevant contents.

### VIII. Information on whether the top ten shareholders in terms of shareholding ratio are related persons or spouses or relatives within the second degree of kinship:

Shareholding of the top ten shareholders, and the information of their relationship

April 6, 2026

Name (Note 1)	Shares held in own name		Shareholdings of spouse/minors		Shareholdings in the name of a third party		If the top ten shareholders are related persons or spouses or relatives within the second degree of kinship, their names or full names and their relationship.		Remarks
	Shares	Shareholdings	Shares	Shareholdings	Shares	Shareholdings	Name	Relationship	
TienPin Development Co., Ltd.	43,761,000	23.15	0	0	0	0	—	—	
Responsible person: Ling-I Hsu	15,884	0.00	0	0	0	0	—	—	
Yuan Chuan Steel Co., Ltd.	15,000,762	7.94	0	0	0	0	Miramar Hotel Taipei Co., Ltd.	Chairman	
Responsible person: An-Di Huang	0	0	0	0	0	0	—	—	
Mayer Steel Pipe Corporation	9,430,000	4.99	0	0	0	0	—	—	
Responsible person: Chun-Fa Huang	0	0	0	0	0	0	Yung-Lun Huang	Father and son	
Durban Development co.ltd.	6,446,451	3.41	0	0	0	0	—	—	
Responsible person: Yung-Lun Huang	0	0	0	0	0	0	Chun-Fa Huang	Father and son	
Miramar Hotel Taipei Co., Ltd.	5,050,772	2.67	0	0	0	0	Yuan Chuan Steel Co., Ltd.	Chairman	
Responsible person: An-Di Huang	0	0	0	0	0	0	—	—	
Citibank as a custodian of Berkeley Capital SBL/PB investment account	945,300	0.50	NA	NA	NA	NA	—	—	
Huei-Wen Chen	620,281	0.33	0	0	0	0	—	—	
Chiang-Chi Chang	610,907	0.32	0	0	0	0	—	—	
Hong-Ying Fan	539,314	0.29	0	0	0	0	—	—	

Name (Note 1)	Shares held in own name		Shareholdings of spouse/minors		Shareholdings in the name of a third party		If the top ten shareholders are related persons or spouses or relatives within the second degree of kinship, their names or full names and their relationship.		Remarks
	Shares	Shareholdings	Shares	Shareholdings	Shares	Shareholdings	Name	Relationship	
Mu-Xi Wu	520,144	0.28							

Note 1: All of the 10 largest shareholders shall be listed. For a shareholder who is a juristic person, the company name and the name of the representative shall be listed separately.

**IX. The number of shares held by the Company's directors, managers and enterprises directly or indirectly controlled by the Company in the same invested enterprise shall be combined to calculate the comprehensive shareholding ratio:**

Up to April 6, 2026 Unit: shares; %

Investee	Shareholdings of the Company		Shareholdings of directors, supervisors and officers or investees under direct or indirect control		Syndicated Shareholdings	
	Shares	Percentage	Shares	Percentage	Shares	Percentage
Shin Hai Transportation Co., Ltd.	1,424,031	47.47%	0	0	1,424,031	47.47%
Miramar Hospitality Co., Ltd.	27,177,232	73.03%	60,000	0.16%	27,237,232	73.19%
Miramar Resort Co., Ltd. (Note 1)	40,070,200	81.69%	3,540,000	7.22%	43,610,200	88.91%

Note 1: Including special shares.

## Three. Capital Overview

### I. Capital and shares

#### (I) Sources of capital:

Units: shares; NTD

Year/Month	Issued price (\$)	Authorized capital		Paid-up capital		Remarks		
		Shares	Amount	Shares	Amount	Sources of capital	Using property other than cash to pay for shares	Others
1973.11	10,000	600	6,000,000	600	6,000,000	Cash 6,000,000	None	Note 1
1974.12	10,000	1,200	12,000,000	1,200	12,000,000	Cash 6,000,000	None	
1975.08	10,000	1,514	15,140,000	Common stock 1,200 Preferred stock 314	12,000,000 3,140,000	Cash 3,140,000	None	Note 2
1981.05	10,000	1,514	15,140,000	1,514	15,140,000		None	Note 3
1984.05	10,000	2,600	26,000,000	2,600	26,000,000	Cash 10,860,000	None	
	10	2,600,000	26,000,000	2,600,000	26,000,000		None	Note 4
1985.12	10	6,500,000	65,000,000	6,500,000	65,000,000	Merger 13,368,750 Cash 25,631,250	None	Note 5
1987.08	10	8,060,000	80,600,000	8,060,000	80,600,000	Cash 15,600,000	None	
1988.07	10	11,700,000	117,000,000	11,700,000	117,000,000	Cash 16,250,000 Surplus 20,150,000	None	
1989.12	10	19,890,000	198,900,000	19,890,000	198,900,000	Merger 23,400,000 Cash 58,500,000	None	Note 6
1990.10	10	45,000,000	450,000,000	27,846,000	278,460,000	Surplus 43,758,000 Reserve 35,802,000	None	Note 7
1991.07	10	45,000,000	450,000,000	41,000,000	410,000,000	Surplus 50,122,800 Reserve 38,984,400 Cash 42,432,800	None	Note 8
1992.04	10	65,000,000	650,000,000	50,430,000	504,300,000	Surplus 73,800,000 Reserve 20,500,000	None	Note 9
1993.07	10	65,000,000	650,000,000	54,464,400	544,644,000	Surplus 40,344,000	None	Note 10
1994.06	10	100,000,000	1,000,000,000	64,267,992	642,679,920	Surplus 54,464,400 Reserve 43,571,520	None	Note 11
1995.06	10	100,000,000	1,000,000,000	75,836,230	758,362,300	Surplus 115,682,380	None	Note 12
1996.06	10	100,000,000	1,000,000,000	79,628,041	796,280,410	Surplus 37,918,110	None	Note 13
1998.07	10	250,000,000	2,500,000,000	125,183,405	1,251,834,050	Surplus 63,702,430 Reserve 31,851,210 Cash 360,000,000	None	Note 14
1999.06	10	250,000,000	2,500,000,000	152,723,753	1,527,237,530	Surplus 150,220,080 Reserve 125,183,400	None	Note 15
2000.06	10	250,000,000	2,500,000,000	175,632,315	1,756,323,150	Surplus 76,361,870 Reserve 152,723,750	None	Note 16
2000.11	10	250,000,000	2,500,000,000	171,965,315	1,719,653,150	-	-	Note 17
2001.04	10	250,000,000	2,500,000,000	164,965,315	1,649,653,150	-	-	Note 18
2001.11	10	250,000,000	2,500,000,000	159,310,315	1,593,103,150	-	-	Note 19
2002.08	10	250,000,000	2,500,000,000	170,168,036	1,701,680,360	Surplus 31,022,060 Reserve 77,555,150	None	Note 20
2003.03	10	250,000,000	2,500,000,000	164,168,036	1,641,680,360	-	-	Note 21
2003.09	10	250,000,000	2,500,000,000	159,968,036	1,599,680,360	-	-	Note 22
2004.04	10	250,000,000	2,500,000,000	152,174,395	1,521,743,950	-	-	Note 23
2004.07	10	250,000,000	2,500,000,000	155,217,882	1,552,178,820	Surplus 30,434,870	None	Note 24
2007.07	10	250,000,000	2,500,000,000	164,530,954	1,645,309,540	Surplus 93,130,720	None	Note 25
2008.07	10	250,000,000	2,500,000,000	172,757,501	1,727,575,010	Surplus 32,906,190 Reserve 49,359,280	None	Note 26
2009.08	10	250,000,000	2,500,000,000	181,395,376	1,813,953,760	Reserve 86,378,750	None	Note 27
2010.08	10	250,000,000	2,500,000,000	186,837,237	1,868,372,370	Reserve 54,418,610	None	Note 28
2011.07	10	250,000,000	2,500,000,000	196,179,097	1,961,790,970	Surplus 14,946,970 Reserve 78,471,630	None	Note 29
2012.07	10	250,000,000	2,500,000,000	193,179,097	1,931,790,097	-	None	Note 30
2012.10	10	250,000,000	2,500,000,000	173,561,188	1,735,611,880	Capital reduction 196,179,090	None	Note 31
2013.01	10	250,000,000	2,500,000,000	170,683,052	1,706,830,520	-	None	Note 32
2013.07	10	250,000,000	2,500,000,000	179,217,204	1,792,172,040	Surplus 85,341,520	None	Note 33
2014.07	10	250,000,000	2,500,000,000	174,217,204	1,742,172,040	-	None	Note 34
2015.04	10	250,000,000	2,500,000,000	174,137,204	1,741,372,040	-	None	Note 35
2015.08	10	250,000,000	2,500,000,000	172,137,204	1,721,372,040	-	None	Note 36
2015.09	10	250,000,000	2,500,000,000	175,619,948	1,756,199,480	Surplus 34,827,440	None	Note 37
2016.10	10	250,000,000	2,500,000,000	178,254,247	1,782,542,470	Surplus 26,342,990	None	Note 38
2017.04	10	250,000,000	2,500,000,000	177,994,247	1,779,942,470	-	None	Note 39

Year/Month	Issued price (\$)	Authorized capital		Paid-up capital		Remarks		
		Shares	Amount	Shares	Amount	Sources of capital	Using property other than cash to pay for shares	Others
2019.07	10	250,000,000	2,500,000,000	175,994,247	1,759,942,470	-	None	Note 40
2020.06	10	250,000,000	2,500,000,000	172,994,247	1,729,942,470	-	None	Note 41
2021.04	10	250,000,000	2,500,000,000	171,820,247	1,718,202,470	-	None	Note 42
2022.08	10	250,000,000	2,500,000,000	189,002,272	1,890,022,720	Surplus 171,820,250	None	Note 43

Note 1: Company Establishment

Note 2: 314 preferred shares issued

Note 3: Preferred stocks were converted into common stocks and each preferred stock was converted into one common stock

Note 4: Changed par value per share to NT\$10

Note 5: Merged Huamin Company and new shares were issued to replace the merged company

Note 6: Merged Kangtai Company and new shares were issued to replace the merged company

Note 7: (1990) Tai-tsai-zhen (1) No. 02470 of Oct. 2, 1990

Note 8: (1991) Tai-tsai-zhen (1) No. 01431 of Jul. 6, 1991

Note 9: (1992) Tai-tsai-zhen (1) No. 00746 of Apr. 20, 1992

Note 10: (1993) Tai-tsai-zhen (1) No. 01631 of Jul. 6, 1993

Note 11: (1994) Tai-tsai-zhen (1) No. 29752 of Jun. 29, 1994

Note 12: (1995) Tai-tsai-zhen (1) No. 33005 of Jun. 14, 1995

Note 13: (1996) Tai-tsai-zhen (1) No. 35201 of Jun. 3, 1996

Note 14: (1998) Tai-tsai-zhen (1) No. 55045 of Jul. 2, 1998

Note 15: (1999) Tai-tsai-zhen (1) No. 57846 of Jun. 24, 1999

Note 16: (2000) Tai-tsai-zhen (1) No. 55886 of Jun. 28, 2000

Note 17: 3,667,000 treasury shares canceled

Note 18: 7,000,000 treasury shares canceled

Note 19: 5,655,000 treasury shares canceled

Note 20: Tai-chen (2002) shang-zi No. 018844 of Aug. 1, 2002

Note 21: 6,000,000 treasury shares canceled

Note 22: 4,200,000 treasury shares canceled

Note 23: Merged the 100%-owned reinvested subsidiary and cancelled 7,793,641 treasury stocks held by such subsidiary

Note 24: Jin-guan-zhen (1) zi No. 0930131345 of Jul. 14, 2004

Note 25: Jin-guan-zhen (1) zi No. 0960036098 of Jul. 12, 2007

Note 26: Jin-guan-zhen (1) zi No. 0970034293 of Jul. 9, 2008

Note 27: Jin-guan-zhen (1) zi No. 0980040302 of Aug. 12, 2009

Note 28: Jin-guan-zhen-fah-zi No. 0990042531 of Aug. 12, 2010

Note 29: Jin-guan-zhen-fah-zi No. 1000033613 of Jul. 19, 2011

Note 30: 3,000,000 treasury shares canceled; Jin-guan-zhen-jiao-zi No. 1010025372 of Jun. 1, 2012

Note 31: 19,617,909 treasury shares canceled; Jin-guan-zhen-jiao-zi No. 1010042007 of Oct. 3, 2012

Note 32: 2,878,136 treasury shares canceled; Jin-guan-zhen-jiao-zi No. 1020000158 of Jan. 04, 2013

Note 33: Jin-guan-zhen-fah-zi No. 1020028997 of Jul. 31, 2013

Note 34: 5,000,000 treasury shares canceled; Jin-guan-zhen-jiao-zi No. 1030021635 of Jun. 03, 2014

Note 35: 80,000 treasury shares canceled; Jin-guan-zhen-jiao-zi No. 1040001237 of Jan. 14, 2015

Note 36: 2,000,000 treasury shares canceled; Jin-guan-zhen-jiao-zi No. 1040028995 of Jul. 24, 2015

Note 37: Jin-guan-zhen-fah-zi No. 1040029106 of Jul. 31, 2015

Note 38: Jin-shou-shang-zi No. 10501234740 of Oct. 03, 2016

Note 39: 260,000 treasury shares canceled; Jin-guan-zhen-jiao-zi No. 1040001237 of Jan. 12, 2017

Note 40: 2,000,000 treasury shares canceled; Jin-guan-zhen-jiao-zi No. 1080318662 of May 29, 2019

Note 41: 3,000,000 treasury shares canceled; Jin-guan-zhen-jiao-zi No. 1090339420 of Apr. 17, 2020

Note 42: 1,174,000 treasury shares canceled; Jin-guan-zhen-jiao-zi No. 1100331563 of Jan. 21, 2021

Note 43: Jin-shou-shang-zi No. 11101160150 of Aug. 22, 2022

April 6, 2026, Unit: shares

Share type	Authorized capital			Remarks
	Outstanding shares	Unissued shares	Total	
Registered common stocks	189,002,272	60,997,728	250,000,000	Listed stocks

Information about the comprehensive reporting system:

Types of securities	Estimated amount issued		Amount issued		Issuance purpose and expected benefits for the issued part	Scheduled issuance period for part not yet issued	Remarks
	Total shares	Amount approved	Shares	Price			
NA							

- (II) List of major shareholders: The names of shareholders holding 5% or more of the shares or the top ten shareholders in terms of shareholding, and the amount and proportion of their shares held.

April 6, 2026

Name of major shareholder	Share	Shares held	Shareholding (%)
TienPin Development Co., Ltd.		43,761,000	23.15%
Yuan Chuan Steel Co., Ltd.		15,000,762	7.94%
Mayer Steel Pipe Corporation		9,430,000	4.99%
Durban Development Co., Ltd.		6,446,451	3.41%
Miramar Hotel Taipei Co., Ltd.		5,050,772	2.67%
Citibank as a custodian of Berkeley Capital SBL/PB investment account		945,300	0.50%
Huei-Wen Chen		620,281	0.33%
Chiang-Chi Chang		610,907	0.32%
Hong-Ying Fan		539,314	0.29%
Mu-Xi Wu		520,144	0.28%

- (III) The Company's dividend policy and implementation status:

1. The Company's dividends policy

The current Articles of Association of the Company provide the following dividends policy:

Article 27: Where the Company has profits for the year, it shall allocate 1% to 5% thereof as employee compensation and not more than 3% as directors' remuneration. Of the employee compensation, the proportion allocated to grassroots employees in accordance with conditions set by the Board of Directors shall not be less than 10%. Where employee compensation is distributed in the form of shares or cash pursuant to a resolution of the Board of Directors, the recipients may include employees of subordinate companies who meet certain conditions. Directors' remuneration shall be paid in cash only. The distribution of employee compensation and directors' remuneration shall be resolved by the Board of Directors with the attendance of at least two-thirds of the directors and the approval of more than half of the

attending directors, and shall be reported to the shareholders' meeting. It shall compensate against the Company's cumulative losses (if any), and then the balance shall be allocated for employee and director remuneration in proportion stated in the preceding Paragraph.

Should there be net profit after the account is closed, this Company shall first pay the taxes and compensate the deficits before appropriating ten per cent (10%) as the legal reserve. When the accumulative amount of legal reserve equals the amount of the paid-up capital, no legal reserve shall be appropriated. The balance shall be appropriated or reversed as the special reserve by laws. Then it shall be combined to the accumulative unappropriated earnings for the board of directors to draw up a proposal for allocation as dividends submitted to the AGM for ratification.

When the Company distributes all or part of the dividends and bonuses or all or part of the statutory reserve and capital surplus in cash in accordance with the provisions of Paragraph 1 of Article 241 of the Company Act, the board of directors is authorized to make resolutions with the attendance of more than two-thirds of the total directors and more than half of the directors present, which shall be submitted to the shareholders' meeting.

Article 27-1: In order to meet the needs of business diversification, improve financial structure and protect the rights and interests of investors, the dividend policy of the Company is based on the consideration of the Company's future capital needs and long-term financial planning. The principle of profit distribution is not less than 20% of the distributable profit of the current year, and the principle of cash dividend distribution is not less than 50% of the total amount of dividends distributed in the current year. The proportion of dividends to be distributed and the proportion of cash dividends may be determined based on the Company's operating capital needs and other circumstances. The Board of Directors is authorized to prepare a profit distribution proposal. When the plan is to be distributed in the form of issuing new shares, it should be submitted to the shareholders' meeting for resolution. When the plan is to be distributed in cash, it should be distributed after the Board of Directors' resolution and reported to the shareholders' meeting.

2. Proposed dividend distribution at this shareholders' meeting

The dividend distribution for 2025 of the Company has been proposed by the Board of Directors on March 11, 2026, with a proposed cash dividend of \$0.52 per share for the current year.

(IV) The impact of the proposed free allotment at this shareholders' meeting on the Company's operating performance and earnings per share:

The Company did not issue bonus shares this year, hence it is not applicable.

(V) Employee and director remuneration:

1. The percentage or range of employee and director remuneration as specified in the Company's Articles of Incorporation:

The current Articles of Association of the Company provide the following regulations:

Where the Company has profits for the year, it shall allocate 1% to 5% thereof as employee compensation and not more than 3% as directors' remuneration. Of the employee compensation, the proportion allocated to grassroots employees in accordance with conditions set by the Board of Directors shall not be less than 10%. Where employee compensation is distributed in the form of shares or cash pursuant to a resolution of the Board of Directors, the recipients may include employees of subordinate companies who

meet certain conditions. Directors' remuneration shall be paid in cash only. The distribution of employee compensation and directors' remuneration shall be resolved by the Board of Directors with the attendance of at least two-thirds of the directors and the approval of more than half of the attending directors, and shall be reported to the shareholders' meeting.

It shall compensate against the Company's cumulative losses (if any), and then the balance shall be allocated for employee and director remuneration in proportion stated in the preceding Paragraph.

2. Accounting treatment for differences between the basis for calculating the number of shares and the actual amount of distribution and the estimated amount:
  - (1) The Company calculates employees and directors' remuneration based on the profit for the current year (profit before tax deduction for employees and directors' remuneration) after deducting accumulated losses, in accordance with the percentage stipulated in the Articles of Incorporation as the basis for estimating employees and directors' remuneration.
  - (2) If there is a discrepancy or difference between the actual distribution amount and the estimated amount as resolved by the shareholders' meeting, it shall be recognized as the profit or loss of the next fiscal year.
3. The Board of Directors approved the distribution of remuneration:
  - (1) The amount of any employees' compensation and directors' remuneration distributed in cash or stocks. If there is any discrepancy between that amount and the estimated figure for the fiscal year these expenses are recognized, the discrepancy, its cause, and the status of treatment shall be disclosed:

On March 11, 2026, the Board of Directors approved the distribution of employee remuneration of \$1,208,009 and director remuneration of \$1,006,674, both in cash, to the Company's employees and directors.

The accounting amount for the aforementioned employees and directors' remuneration is consistent with the approved distribution amounts by the Board of Directors.
  - (2) As for the proportion of employees' remuneration distributed in the form of stocks and its proportion to the after-tax net income of the individual or separate financial statements, and the total amount of employees' remuneration for the current period:

None.
4. The actual distribution of employee and director remuneration in the previous year (including the number of shares distributed, amount and stock price), if there is a difference with the recognized employee and director remuneration, the difference amount, reason and handling status shall be stated:

On March 11, 2025, the Board of Directors approved the distribution of employee remuneration of \$6,440,627 and director remuneration of \$4,830,471, both in cash, to the Company's employees and directors.

There was no discrepancy between the recognized amount of the above-mentioned employees' compensation and directors' remuneration and the amount approved by the Board of Directors.

(VI) Repurchase of the Company's shares: None.

**II. Status of corporate bonds: None.**

**III. Status of preferred shares: None.**

**IV. Status of global depositary receipts (GDR): None.**

**V. Status of employee stock option certificates and restricted stock awards: None.**

**VI. Merger and acquisition or issuance of new shares by acquiring other companies: None.**

**VII. The status of funds utilization plan shall record the following items:**

- (I) Content of the plan: any previous issuances or private placements of securities not yet been completed or those completed in the last three fiscal years with project effectiveness not yet revealed.
- (II) Execution status: not applicable.

## Four. Overview of Operations

### I. Business Activities

#### (I) Business Scope:

##### 1. Major business items:

- (1) G101081 Container Truck Transportation Enterprise.
- (2) G101061 Automobile Cargo Transportation Business.
- (3) F212011 Gas Stations.
- (4) F112010 Wholesale of Gasoline and Diesel Fuel.
- (5) F212061 Automobile Liquefied Petroleum Gas Stations.
- (6) H701010 Housing and Building Development and Rental.
- (7) H107020 Industrial Factory Development and Rental.
- (8) F111090 Wholesale of Building Materials.
- (9) F105050 Wholesale of Furniture, Bedding Kitchen Utensils and Fixtures.
- (10) F113020 Wholesale of Electrical Appliances.
- (11) F213010 Retail Sale of Electrical Appliances.

In addition, the major items of the business of Miramar Hotel invested by the Company includes:

- (1) Operation of international tourist hotels.
- (2) Operation of self-service restaurants, cafes, bars, conference rooms, clubs, shopping stores, online home delivery of frozen food and baked snacks, and parking lots.

##### 2. Proportion of consolidated operating income:

Major products	Unit: NT\$ thousand	
	2025 Consolidated sales amount	Proportion of annual sales (%)
Transportation revenue	314,503	46.79
Hospitality revenue	357,609	53.21
Total	672,112	100.00

##### 3. Current products and services

###### (1) Container Truck Transportation Enterprise:

The motor freight transportation service industry (including general motor freight transportation, route-based motor freight transportation, and container trucking services) has undergone structural changes alongside shifts in the industrial landscape. The rise of e-commerce has disrupted traditional retail logistics models, with small-volume, diversified, and high-frequency deliveries replacing large-volume, single-route transportation demand; Taiwan's inland container transportation business is mainly the container haulage between the terminals of the three major port areas and container yards. In order to facilitate the needs of customers, the Company has established operating bases in the three major ports (Keelung, Taichung, and Kaohsiung), equipped with professional personnel, fleets, and computer operating systems to form a rapid and complete transportation network to provide customers with the most complete services. Transportation service is one of the Company's business items and revenue sources.

Secondly, the Company has expanded the scope of transportation to the delivery of dangerous chemical materials starting in 1992. Service bases are established near oil tank filling areas designated by major customers. Focus on transportation safety and service quality is a consistent goal of the Company.

In addition, the Company has also expanded into the oil (gasoline and diesel) transportation business since 2002. We have always adhered to the high standards of dangerous goods transportation and put safety as our top priority, which has won unanimous recognition from our customers. In 2012, we added generators exclusive for freezers on pallets to provide importers and exporters with the delivery of freezing and frozen goods.

(2) Construction

Construction of business buildings, residential buildings, parking spaces for sale and lease.

No construction projects have been recorded in the accounts for 2023, 2024 and 2025.

(3) Trading

The home appliance product operation department was disbanded in 2023 due to operating losses to save expenses. The Company is also actively looking for business opportunities and developing new product businesses.

Unit: NT\$ thousand

Major products	Trading revenue			Remarks
	2023	2024	2025	
Household appliances, kitchenware, bathroom wares and building materials, etc.	13	0	0	

(4) Hospitality

Miramar Hotel Taipei has 203 spacious and luxurious suites.

Unit: NT\$ thousand

Major products	Hospitality revenue			Remarks
	2023	2024	2025	
Suite revenue	193,185	261,680	274,014	
Hospitality revenue	39,430	64,923	78,525	
Fitness club revenue	5,060	5,333	5,194	
Total	237,675	331,936	357,733	

4. New products (services) for development

(1) Container Truck Transportation Enterprise:

We will mainly focus on the container transportation business of the reinvested subsidiary in the future.

(2) Construction

A. Proceed carefully to build high-quality residential villas and buildings.

B. Construct residential buildings to meet customers' needs.

(3) Hospitality

The hotel continues to update its hardware and renovate all guest rooms to improve their overall value.

Due to insufficient restaurant staff and adjustments to hotel operations, the food and beverage service was changed to an outsourced cooperative operating model from September 2025 onwards, with continued strengthening of supervision and management of its service quality.

(II) Industry overview

1. Status and development of the industry

(1) Container Truck Transportation Enterprise

The transportation industry has been affected by amendments to labor laws.

The implementation of "one fixed day off and one flexible rest day" has led to a significant increase in labor costs for transportation and logistics industries. Additionally, transportation costs are impacted by the continuous rise in international oil prices. However, pricing is constrained by market competition, limiting the ability to reflect costs reasonably; this compresses corporate profit margins. In recent years, senior drivers are reaching retirement age, leading to a severe shortage of manpower. Considering these factors, there is limited room for change and development in traditional container transportation.

(2) Construction

The real estate industry has been affected by the government's anti-speculation policy in the housing market. It is expected that this year will present a consolidation phase of "price decline and volume stabilization," with the housing market shifting from speculation to rigid demand-led. The Iran war has driven up inflation, which will push up the cost of raw materials and labor, thereby squeezing the profits of developers.

(3) Trading

Household appliance products were discontinued in 2023 to save costs. In the future, we will conduct diversified evaluations and actively manage suitable products to improve the Company's operating income.

(4) Hospitality industry

With the recovery of the international tourism market, Taiwan Tourism Administration, Ministry of Transportation and Communications, estimates that the number of inbound tourists reached approximately 8.57 million person-times in 2025, exceeding the total of 7.86 million in 2024. The number of inbound tourists grew by 9.1% and continued to grow steadily. An analysis of inbound tourists by country shows that Japan was the largest source market, with approximately 1.48 million person-times, followed by the Hong Kong and Macau market, with approximately 1.31 million person-times, and South Korea with approximately 1.02 million person-times. All three major source markets exceeded one million person-times in scale.

According to the statistics of the Tourism Administration, the number of inbound tourists to Taiwan in 2025 totaled 8,574,547 person-times, a 9.1% increase compared to the same period in 2024. The increase in person-times from the main source markets compared with the same period in 2025 were as follows: Japan with 163,584 people (12.4%), South Korea with 33,434 people (1.3%), China with 198,848 people (45.4%), the United States with 64,217 people (9.9%), the Philippines with 161,129 people (34.3%), Vietnam with 55,566 people, Thailand with 11,608 people, Europe with 53,518 people (15.3%), and Oceania with 14,731 people (11.2%).

Benefited from the growth of returning international travelers and increased business activity, Hotel Royal consistently maintained high occupancy rates. Its overall revenue and profit performance for 2025 increased compared to 2024.

2. Connections among upstream, midstream and downstream of the industry:

(1) Container Truck Transportation Enterprise:

For the operating ecology of the industry, the transportation and distribution industry tends to offer diversified and integrated services, which has more business opportunities, but it is also facing the impact of changes in the market structure at the same time. In response to different demands from customers, such as ocean carriers, manufacturers, and traders, faced with the different characteristics of demands and specialization in transportation planning, no matter in the development of self-owned fleets or alliances with peers, through

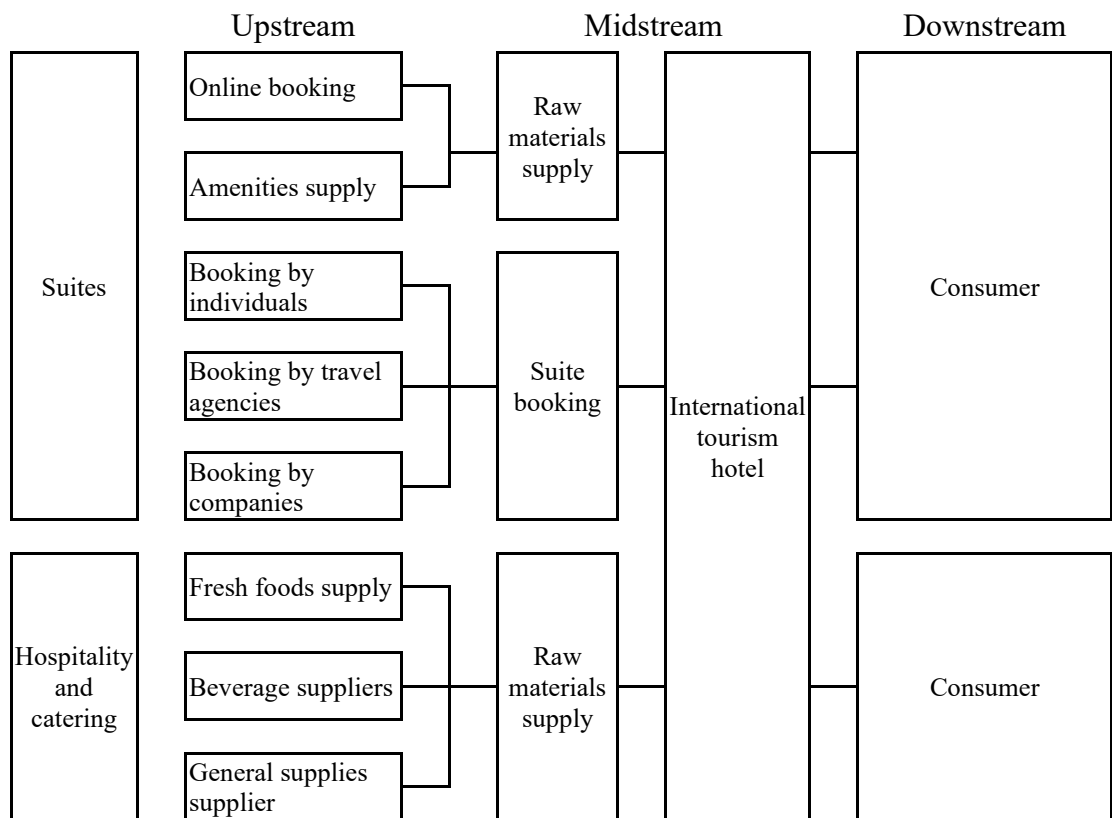
system integration, we enable customers to obtain a guarantee for the best service in a one-stop service method, while optimizing resource integration and operating efficiency of transportation companies. With the full cooperation of the upstream, midstream, and downstream industries, Taiwan's import and export containers provide round-the-clock transportation services as the lifeline of the domestic economy.

(2) Construction

There are many industries related to the construction industry. There is a complementary and interdependent relationship among the industries. The upstream consists mainly of the owners of land. The downstream comprises individual or government-owned or private enterprises purchasing houses or commercial (factory) offices. Developers play the matchmaking and operating role of the midstream, obtaining land from owners or entering joint construction with them, consigning architects for planning and design, and entrusting construction companies to build, then sell the buildings to buyers through consignors.

(3) Hospitality industry

Miramar Hotel is an international tourism hotel, which mainly provides accommodation, hospitality and other multiple facilities and services for downstream consumers. The figure of industry relevance is as follows



3. Development trends and competitions

(1) Container Truck Transportation Enterprise:

Due to changes in the structure of the domestic industry, traditional industry relocation leads to a decrease in demands for export transportation, which causes an unbalance in transportation between the north and the south. In addition, in order to reduce costs, international ocean carriers in many countries one after another began the joint operation of large ships, which caused an unbalanced concentration of container transportation time. As a result, container transportation enterprises are faced with the challenges of joint operation costs

and transportation scheduling. Some enterprises seek the supply of goods from domestic logistics companies to make up for the gap in operation. However, the new labor and management regulations announced by the government in March 2012 caused an additional pressure of operating costs on enterprises. Only enterprises good at cost control with competitive strength can survive.

(2) Construction

People in Taiwan pay more and more attention to their quality of life. Therefore, user-friendly designs and locations with good amenities will be the competitive advantages of future products. The Company has diversified operations, with construction being one of its main businesses. We will continue to maintain a prudent assessment attitude in the future to strengthen the Company's competitiveness.

(3) Hospitality

A. Guestrooms

The domestic tourism market is becoming more diverse, including leisure vacations, business trips and affordable options targeting different customer segments. To enhance accommodation experiences and service quality, many accommodations now include services such as meals, family-themed activities, and guided tours of surrounding landscapes in their room rates. Local governments are also actively organizing various tourism events, concerts, etc., attracting more visitors and boosting demand for accommodations, and increasing room rates. For the guestrooms of the Miramar Garden Taipei, even the basic type of guestroom is comfortable and spacious 13 pings. The hotel maintains a good relationship with peers in the tourism industry. Its diligent, high-quality service continues to be recognized by domestic and international business tourism.

B. Meals and banquets

The catering and banquet market is moving towards diversification, digitization and experiential development, while facing the dual pressure of rising costs and increasing competition. Under the trend of gradual market maturity and consumer segmentation, maintaining a competitive advantage requires differentiated positioning, service innovation, and improved operational efficiency.

Due to insufficient restaurant staff and adjustments to hotel operations, food and beverage services were changed to an outsourced cooperative operating model starting in September 2025.

C. Clubs

The main targeted customers are the guests who stay in the hotel. At the same time, we recruit the responsible person and senior executive officers of the companies, and invite guests who subscribe to a healthy life to become members. The environment of fitness clubs has undergone important changes in recent years. Many fitness centers or clubs have been merged or closed due to poor management, causing members to leave accordingly. In addition, fitness club members now are stricter about quality, so having a fitness club in the hotel will be a big advantage.

(III) Technology and R&D

The Chas established the Business Planning Office, which is responsible for various corporate innovation, research, planning, and investment development work. Since the business form does not meet the recognition standards for accounting research and development expenses, research and development expenses are not recorded in the account, but In fact, the Company has spared no effort in investing in research and development, which is expecting to fundamentally improve the quality of

manpower, increase productivity and further improve the long-term competitiveness of the Company.

Due to the nature of business not meeting the accounting standards for recognizing research and development expenses, there is no clear R&D plan for the future.

(IV) Long-term and Short-term Business Development Plan

1. Container Truck Transportation Enterprise:

(1) Short-term business development plan:

The transportation business will focus on steady development in a competitive market through better transportation efficiency, better quality of service, precise control over costs as well as carbon reduction and innovative services.

(2) Long-term business development plan:

Actively establish connections and cooperation with peers and shipping companies to expand business, enhance safety awareness, reduce risks and thus increase profits.

2. Construction

We will continue to cautiously evaluate and develop high-quality properties in prime locations, constructing residences that meet the needs of local residents to sustain our competitive advantage.

3. Trading

The Company will try to become involved in different business scopes and introduce various commodities for sale to expand the direction of business for future development.

4. Hospitality

In order to respond to the future development of the industry and trends of overall economic environment, the Company will plan the future operating direction of the Company by making long-term or short-term plans to improve its competitiveness. Summary of the Company's plans are as follows:

(1) Short-term business development plan:

A. Online bookings now account for 70% of the total, and the overall occupancy rate and average room rate are increased through various packaging and advertising exposure.

B. Rebuild cooperative relationships with companies and banks to deepen customer loyalty.

C. Cooperating with travel agencies on promotional projects during the off-season can also increase overseas exposure.

(2) Long-term business development plan:

A. Strengthen the MICE market, design conference accommodation and catering facilities, and win the favor of customers.

B. Participate in international travel fairs, especially establishing partnerships with Japan, South Korea and Southeast Asia.

## II. Markets, production, and sales overview

### (I) Market analysis:

#### 1. Main products service sales provision and territories:

Unit: NT\$ thousand

Major products	Market	2023	2024	2025
Hospitality	Domestic sales	237,533	331,720	357,609
	Export sales	-	-	-
Construction	Domestic sales	-	-	-
	Export sales	-	-	-
Transportation	Domestic sales	379,781	355,418	314,503
	Export sales	-	-	-
Trading	Domestic sales	13	-	-
	Export sales	-	-	-
Total	Domestic sales	617,327	687,138	672,112
	Export sales	-	-	-

#### 2. Market share:

The Company takes transportation services as its main focus and already occupies a place in the market. For the construction business, we maintain a cautious attitude to evaluate and select projects.

Miramar Garden Taipei was not fully operational in the first half of 2023 due to renovations, so the full-year occupancy rate was higher than the market average but still lower than expected. The occupancy rate in 2025 has reached a high level.

The occupancy rate of Miramar Hospitality Co., Ltd. and the average occupancy rate of other hotels in Taipei for the past three years.

Year	2023	2024	2025
The total number of suites in Miramar (annual total)	74,095	74,298	74,095
The usage of suites in Miramar (annual total)	54,392	68,992	70,889
Annual occupancy rate of Miramar	73%	93%	96%
Tourism hotels in Taipei (annual average occupancy rate)	68%	67%	73%

#### 3. Future demand and growth potential:

##### (1) Demands:

###### A. Container Truck Transportation Enterprise:

As global inflationary pressures eased and demand for innovative applications such as artificial intelligence (AI) remained strong, global trade in goods experienced a moderate recovery. However, the accompanying challenges related to information security and fraud prevention have become critical variables that enterprises cannot overlook in protecting their reputation and maintaining operational stability. In addition, the escalation of geopolitical conflicts and developments in national economic and trade policies, particularly potential changes in reciprocal tariff policies, may increase cost pressures on the global supply chain. In response to uncertainties such as risk avoidance on international shipping routes and changes in port transshipment routes, enterprises must adopt more diversified contingency solutions. Although the reconfiguration of logistics routes has increased transportation costs, it has also driven the global economy to seek transformation amid instability, demonstrating strong adaptability.

Regarding the domestic economy, benefiting from the leading advantages of

the AI and semiconductor industries, both total export value and the capital market reached record highs in 2025, driving the economic growth rate to a recent peak.

B. Construction:

- a. The increase in the number of households will help increase the demand for small-sized products.
- b. The aging population and aging buildings, along with incentive policies for urban renewal and reconstruction of old and dangerous buildings, continued to stimulate market demand.
- c. The boom in electronics industry factory expansion has boosted demand for surrounding residential properties.

C. Hospitality industry:

A. Guestrooms:

In response to technological development, which has led to changes in consumer behavior, the traditional tourism (travel agency) product sales channels have gradually declined. The business department has actively laid out the OTA market to increase the visibility and exposure of the hotel on the internet, strengthen the hotel's operational advantages, and significantly increase the booking conversion rate.

b. Food and beverage:

Dining demand remains stable as it is a basic necessity. However, consumer behavior has become more rational and segmented, and the market is characterized by increased price sensitivity and a focus on value. The demand will grow towards affordable everyday use and high-end experiential consumption.

c. Clubs:

In recent years, people have spent more time in leisure, which has accelerated the trend of fitness and sports. The fitness club attached to the hotel possesses a definite level of quality and competitive advantages. We provide a spacious and comfortable environment, complete sports facilities, and fitness training courses with professional coaches to meet the diverse needs of consumers, so as to increase the hotel's popularity and operational performance.

(2) Supplies:

A. Container Truck Transportation Enterprise:

TradingContainer shipping provides transoceanic cargo transportation services, so the success or failure of container shipping stocks is determined by whether the international market is active or not. From an economic perspective, international trade volume and GDP are highly correlated, with global trade volume and global GDP moving in tandem and exhibiting the characteristic of synchronous fluctuation. In terms of supply and demand in the shipping market, maritime transport remains the primary mode for global cargo movement. According to statistics from the United Nations Conference on Trade and Development (UNCTAD), the global maritime fleet continues to expand. Based on the latest data from Alphaliner, as of April 2026, the global operating container ship fleet had reached 7,519 vessels, totaling 333,976,902 TEUs. Due to a surge in consumer demand, pandemic-related bottlenecks at ports in the United States and China, and the closure of airspace following Russia's invasion of Ukraine, shipping rates have skyrocketed, leading to record-high profits for the shipping industry over the past few quarters.

#### B. Construction:

Due to the new youth home loan policy in 2025, developers rushed to build new homes. The next three years saw a peak period for new home completions. In addition, the slow sell-through rate of new projects increased the potential housing market supply.

#### C. Hospitality industry:

The supply in the food and beverage market remains high. However, constrained by labor shortages, rising raw material costs, and increasing operational pressure, the elimination of weaker businesses and market consolidation accelerated. The future development of supply shifted from simple quantitative expansion to a structural adjustment focusing on operational efficiency, brand features, and service quality.

#### 4. Competitive niche and development prospects, advantages and disadvantages, and countermeasures

##### (1) Competitive niche

A. Utilize the core expertise of container transportation and combine the resources of related enterprises to gradually expand operational efficiency, and expand business scale and market competitiveness through alliances, mergers and acquisitions, and integration.

B. Horizontally combine the cross-industry experience and resources of related companies to create the highest integrated synergy.

C. Build a concrete and feasible business model, development blueprint and operational layout by gaining insight into market demand and competition patterns.

D. Carefully evaluate the development of individual construction cases, segment the market with products, guide high-quality residences, increase brand awareness, and gain a firm foothold in the market.

E. Miramar Garden Taipei has a timeless European-style elegant architectural appearance, a towering reception hall, and high and spacious exquisite and fashionable guest rooms. Outside the hotel is a rare and ingeniously designed green art garden in the city, creating a new sensory enjoyment and green living experience for urban travel. Located at the intersection of Civic Boulevard and Jianguo South Road, it is a short drive from the Taipei World Trade Center, East District shopping paradise, Syntrend Creative Park, and the Huashan 1914 Creative Park which has become popular in recent years. Convenient transportation allows tourists to complete business visits and enjoy the pleasure of leisure and shopping in a short time. The hotel provides complete and perfect services, including abundant and refined cuisines, a well-equipped fitness club, superior business conference equipment, and multifunctional services like parking, laundry, and room service, to satisfy visitors on vacation with leisure pleasure and business visitors' demands for convenience.

##### (2) Favorable and unfavorable factors affecting development prospects and countermeasures

###### A. Favorable factors:

###### a. Container Truck Transportation Enterprise:

###### (a) Stability of business:

Since its establishment, the Company has been upholding an attitude of diligence to provide customers with the safest and timeliest service, and has won the recognition of the shipping industry and consignees. In particular, the main customers of the Company are all long-term partners, and trust in the service quality of the Company. Therefore, we can

accurately grasp business trends and maintain stability. Also, the Company has maintained excellent relationships with its peers, which contributes to the stability of the Company's business.

(b) Flexibility in fleet scheduling:

Fleet scheduling is an important part in the overall operation of container transportation, and the Company's flexible scheduling capabilities have long been recognized by the industry. There are liaison offices and dedicated fleets in Keelung, Taoyuan, Taichung, and Kaohsiung, providing the service network with convenient high mobility to customers in various regions. We can respond to market demands at all times, dispatch fleets in various regions, and reduce the mileage of empty trucks to reduce costs.

b. Construction:

(a) Due to inflation and interest rate factors, people still have demand for real estate to maintain their value.

(b) Land transaction prices hit a record high, and housing prices have strong support.

(c) The government is actively promoting the Greater Silicon Valley plan, and the influx of technology industries will drive rigid housing demand in central and southern Taiwan.

c. Hospitality industry:

(a) Miramar Garden Taipei has been popular in the Japanese market and been recognized for the high quality of the products of the hotel by peers since its opening.

(b) Continuously upgrading the hardware equipment in hotel rooms to enhance the standard of hotel facilities and improve service quality.

(c) Renovation of all guest rooms throughout the hotel to increase the overall value of the rooms.

B. Unfavorable factors:

a. Container Truck Transportation Enterprise:

(a) Industry relocation and slowdown in growth of exports:

With internationalization and liberalization in recent years, Taiwan is also facing the impact of labor movements and rising awareness of environmental protection. The pressure of sharply rising labor costs and pollution prevention costs has led to the phenomenon of industrial relocation, which has affected the growth rate of Taiwan's exports.

(b) Rising operating costs:

Because of geopolitical influence, the international oil price hiked, which has caused a continuous increase in the price of raw materials. Plus, factors like the regulations of "One Fixed Day Off and One Flexible Rest Day per Week" in Taiwan and rising labor awareness have led to an increase in operating costs. Market prices were restricted due to the impact of economic growth and could not be adjusted to reflect the costs. However, the Company may effectively control part of the pressure from rising costs with countermeasures such as strengthening equipment maintenance, enhancing vehicle operation rates, and developing high value-added transportation services.

b. Construction:

(a) The government's continued imposition of credit controls and the central bank's continued interest rate hikes will have an impact on the housing market.

(b) Construction costs continue to rise, affecting the costs and funds of construction companies.

c. Hospitality industry:

- (a) Due to exchange rate impacts, outbound travel demand in Japan has become more conservative and cautious, and inbound visitors to Taiwan have not yet recovered to pre-pandemic levels. In addition, strong outbound travel demand from Taiwanese travelers to Japan has made it difficult for Japanese tour groups to secure airline tickets, leading them to shift to destinations such as South Korea and Vietnam.
- (b) Other hotels at the same level in the market and even international five-star hotels have adopted highly elastic pricing policies.
- (c) Due to the political situation, tourism has not yet recovered.

C. Countermeasures

- a. Utilize the resources of related enterprises to obtain the advantage of reducing operating costs, enhance competitiveness and achieve the goal of consolidating customers and expanding customer base, and develop feasible peripheral businesses to assist in increasing transportation volume.
- b. Seek opportunities for industry integration and expansion of oil products and logistics transportation.
- c. Carefully select the location for the project, plan market products that meet consumer demand and shorten the development and construction schedule to create brand advantages and competitiveness.
- d. Strengthen the individual traveler market in South Korea and Southeast Asia; participate in domestic and international travel exhibitions to enhance visibility.

(II) Important uses and production processes of major products:

1. Important uses of main products

(1) Container Truck Transportation Enterprise

- A. Shiplide operation: Refers to the hauling of containers between the shiplide and the inland container yard.
- B. CY container haulage: Container haulage between the owner's factory and the container yard.
- C. North-South container transshipment: Long-distance container haulage between Keelung, Taoyuan, Taichung and Kaohsiung.
- D. Transportation of chemical tank containers: The transportation of tank containers between the port tank area and the chemical factory.

(2) Construction business

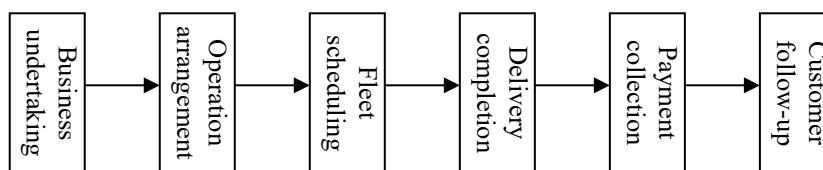
- A. Residential building: homes, shops, parking spaces.
- B. Factory and office building: factory buildings, shops, and parking spaces.

(3) Hospitality business

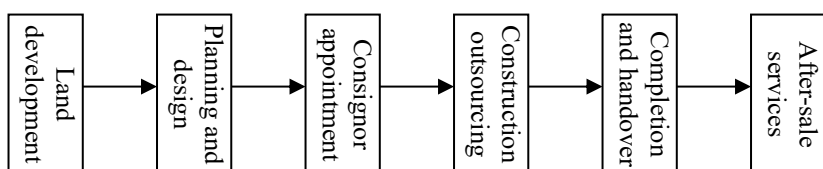
The main product management of Miramar Garden Taipei is to rent guestrooms, provide meals, and provide relevant facilities such as conference rooms and saunas. All of this is aimed at the biggest satisfaction of the customers.

## 2. Production process of main products

### (1) Transportation service process:



### (2) Construction business process:



### (3) Hospitality business process:

The main business of Miramar Hotel is the sales of tourism services of Tourist Hotel, and there is no manufacturing process, so it is not applicable.

## (III) Supply status of main raw materials:

1. Container Truck Transportation Enterprise: there is no raw materials supply problem in the transportation service industry.
2. Construction business: the Company's main raw materials are land and construction.
  - (1) Land: obtained through self-development or land purchase and joint construction and develop land with value-added potential as soon as possible.
  - (2) Engineering: contracted construction projects are all given priority to project quality, management and planning and relevant contracts are drawn up to standardize the rights and obligations of both parties to ensure safety.
3. Hospitality business: The Grand Hyatt Taipei is a tourist hotel that mainly operates room rental services.

## (IV) Names of customers that accounted for more than 10% of total purchases (sales) in either of the two most recent years, together with their purchase (sales) amounts and percentages, and an explanation of the reasons for any changes.

### 1. Purchase (data of major suppliers in the last two fiscal years)

Unit: NT\$ thousand

Item	2025				2024			
	Company Name	Amount	Percentage in net annual purchase amount (%)	Relations with the company	Company Name	Amount	Percentage in net annual purchase amount (%)	Relations with the company
1	T supplier	55,259	12%	-	T supplier	53,710	11%	-
2	Others	404,122	88%	-	Others	438,821	89%	-
3	Net purchase amount	459,381	100%	-	Net purchase amount	492,531	100%	-

Note 1: List all suppliers accounting for ten percent or more of the Company's total procurement amount in the two most recent fiscal years and the amounts bought from each and the percentage of total procurement accounted for by each. If the Company is prohibited by contract from revealing the name of a supplier, or a trading counterparty is an individual person who is not a related party, it may use a code in place of the actual name.

## 2. Sales (data of major sales customers in the last two fiscal years)

Unit: NT\$ thousand

Item	2025				2024			
	Company Name	Amount	Percentage in net annual sales amount (%)	Relations with the company	Company Name	Amount	Percentage in net annual sales amount (%)	Relations with the company
1	Customer T	144,042	21%	Substantive related party of affiliate	Customer T	187,537	27%	Substantive related party of affiliate
3	Others	528,070	79%	-	Others	499,601	73%	-
4	Net sales amount	672,112	100%	-	Net sales amount	687,138	100%	-

Note 1: List all customers accounting for ten percent or more of the Company's total sales amount in the two most recent fiscal years and the amounts sold to each and the percentage of total sales accounted for by each. If the Company is prohibited by contract from revealing the name of a customer, or a trading counterparty is an individual person who is not a related party, it may use a code in place of the actual name.

### III. Employee information:

Information on employees for the most recent two years and as of the annual report's publication date:

Year		2024	2025	As of April 6, 2026
Number of employees	Business operation staff	166	117	106
	Administrative management staff	57	63	60
	Total	223	180	166
Average age		45.7	45.9	47.2
Average service year		10.3	10.3	10.9
Educational level distribution percentage	Master	4.7%	4.5%	4.8%
	University and College	49.9%	47.5%	51.8%
	Senior high school (vocational school)	30.4%	33.4%	31.0%
	Below senior high school (vocational school)	15.0%	14.6%	12.4%

### IV. Information on environmental protection expenditure:

(I) Losses and fines due to pollution by the date of report publication: NA

(II) Future countermeasures and possible expenditure

#### 1. Response measures

- (1) Vehicles for business operation are regularly maintained. When the driver finds any abnormality, the vehicle concerned will be handed over to the maintenance unit for comprehensive repair. After the inspection results meet the specified standards, the further operations will be arranged.
- (2) The waste engine oil, tires, and waste batteries produced by vehicle maintenance will be delivered to relevant companies for recycling.
- (3) Replace old cars and introduce the latest environmentally friendly models.
- (4) For the housing construction of the Company, we carefully select construction contractors with good reputation in advance, and dispatch supervising staff to supervise and have contractors to enhance various pollution prevention and control works.

2. Estimated amount of losses, penalties and compensation that may occur if countermeasures are not taken: None.

## **V. Labor-management relations:**

- (I) Company's employee welfare measures, continued education, training, retirement system and implementation thereof and labor management agreement and various employee benefit protection measures status
  1. Employee welfares, continuing education and training measures:
    - (1) The Employee Welfare Committee of the Company was established in April 1990. Most of the welfare measures organized by the Company in previous years have been sponsored by the committee since its establishment. The Company is committed to promoting cross-departmental communication, strengthening teamwork, demonstrating the company's attention and care for employees, and planning to provide high-quality benefits to create a warm and harmonious working atmosphere through diverse activities. For example, we provide exquisite afternoon tea meals every month, hold a spring banquet after the Lunar New Year, and invite employees to participate in Christmas parties and exchange gifts at Christmas to add to the festive atmosphere. The Company and the Employee Welfare Committee handle welfare matters as follows:
      - A. Wedding bonus
      - B. Childbirth subsidy
      - C. Death benefit
      - D. Hospitalization benefit
      - E. Children's education scholarships
      - F. Cultural and recreational and other welfare matters
      - G. Retirement souvenirs
      - H. Group insurance
    - (2) Labor and health insurance: All employees shall participate in labor and national health insurance according to regulations and enjoy the rights to labor insurance benefits and medical care.
    - (3) Subsidy for employee further education and training:
      - A. A budget is prepared every year, and pre-onboarding training and on-the-job training lectures are given to employees.
      - B. For work-related training and courses, the training expenses shall be fully borne by the Company.
      - C. If there is no training course directly related to work, half of the amount will be subsidized if approved by the Company.
    - (4) Labor health checkup: The Company is committed to creating a healthy and friendly working environment and actively cares about the physical and mental health of its employees. Regular health check-ups are arranged every two years so that employees can immediately understand their health conditions and prevent potential risks early. Health check-up items cover basic physiological indicators, chronic disease screening and personalized health consultation to ensure that employees receive comprehensive health management support.

The results of the Company's recent annual education and training are as follows:

Courses	Number of classes	Number of attendees	Total training hours	Total expenses (NT\$)
Profession training	42	222	330	135,062
Leadership	31	79	254	
General training	11	145	116	
Training for the newly-recruits	15	66	163	
Digital learning	18	44	94	
Total	117	556	957	

2. Retirement system and implementation status:

- (1) In line with the new labor retirement system, the Company has revised the employee retirement regulations to comply with it.
- (2) Those who choose the new system, in addition to retaining their years of service, are required to make labor retirement contributions in accordance with the law, with the Company contributing 6%. Employees may also voluntarily make additional contributions within the range of 6% of their monthly salary. Those who choose the old system will continue to make retirement reserve contributions in accordance with regulations, with 3.8% contributed each month to be deposited in the Bank of Taiwan's labor retirement reserve account. If there is a shortfall, it will be supplemented in accordance with the law.
- (3) Procedures and conditions for applying for retirement: Those who meet the old system shall apply in accordance with the provisions of the Labor Standards Act. The retiree shall submit an application form on his/her own, and the retirement benefits shall be calculated after approval. The personnel unit shall fill out the "Labor Retirement Benefit Payment Notice" and submit it to the Retirement Reserve Supervision Committee for stamping, and then send it to Bank of Taiwan for payment. Those who meet the new system shall apply in accordance with the provisions of the Labor Retirement Act. Retirees shall fill out the application form themselves and attach relevant documents to apply to the Labor Insurance Bureau.

3. Human rights policy

Purpose and scope

The Company complies with relevant laws and regulations such as the Labor Standards Act, the Employment Service Act, and the Gender Equality in Employment Act, and adheres to international human rights standards and norms including the Universal Declaration of Human Rights, the UN Guiding Principles on Business and Human Rights, the UN Global Compact, and the International Labour Organization, and treats and respects all personnel equally. This policy applies to all managerial officers and employees (individuals employed by Tze Shin International Co., Ltd. to perform work and receive wages or compensation), related companies, affiliated companies, suppliers, contractors, partners (customers, communities), and other stakeholders, and is committed to eliminating any human rights infringements.

Human rights commitment

With reference to international human rights risks, the Company implements the following management practices:

- (1) Labor rights: The Company prohibits all forms of child labor, human trafficking, and forced labor, and complies with all applicable wage and working hours regulations. Working hours shall be based on the daily maximum working hours stipulated by local laws and shall not exceed 60 hours per week (except in

emergencies or special circumstances), and no more than seven consecutive working days shall be permitted.

- (2) Environmental rights: The Company promotes resource recycling, actively mitigates environmental impacts, and protects biodiversity.
- (3) Expression and participation: The Company respects the freedom of expression and participation of all personnel, and commits not to obstruct the legitimate exercise of their rights through any interference or restriction, and provides diverse, open, and two-way communication channels for internal and external stakeholders on the basis of privacy protection.
- (4) Gender equality: The Company creates a workplace free from harassment and discrimination, does not provide differential treatment on the basis of gender or sexual orientation, and eliminates unequal pay for equal work.
- (5) Service and product responsibility: The Company has established information security and confidential information protection mechanisms to protect customers' business and personal information.
- (6) Governance and security: The Company commits not to benefit from any policies or practices that exploit human rights, and ensures the effective operation of grievance mechanisms. In addition, the Company provides sufficient protective equipment and safety facilities in the workplace to ensure the operational safety of relevant personnel.

#### Human rights governance framework

A structure is established with the Board of Directors as the highest supervisory level, and the Sustainable Development Committee collaborates with cross-departmental teams to promote human rights management, ensuring that human rights governance is institutionalized and transparent.

4. Labor-management agreement and various employee rights protection measures: The relationship between the labor and management of the Company is harmonious. Every three months, labor-management meetings are held to address various employee issues through communication between labor and management. The Company is committed to maintaining harmonious and rational labor-management relations, monitoring legal trends to prevent labor disputes and continuing past practices of thorough coordination. We aim to balance competitiveness within the industry, collaborate with both labor and management for the Company's growth and enhance employees welfare.
5. Employee code of conduct or ethics: The Company has formulated "Service Rules" and all internal and external employees of the Company shall maintain a high level of personal conduct and professional ethics. When engaging in daily work and business, it is required to strictly abide by the Company's professional ethics standards, maintain the company reputation and win the respect and trust of customers, suppliers and the general public. The content includes:
  - (1) Employees are aware of and abide by the code of ethics and personal integrity.
  - (2) Employees shall avoid any conflict or potential influence between personal interests and company interests.
  - (3) For suppliers, contractors, customers, and other personnel/entities related to the Company's business (including government agencies), the highest professional ethics standards shall be upheld, and no gifts, money or entertainment shall be accepted or given to affect normal business relationships and judgments. Bribery in any form shall be strictly prohibited.All employees are responsible for complying with this policy and related procedures. Heads at all levels shall fully implement and ensure that their direct employees understand, accept and abide by the relevant regulations.

6. Working environment and employee personal safety protection measures:

At the beginning of the design of various software and hardware facilities in the Company's office premises, the protection of employees' safety is the top priority to ensure that employees can have the greatest protection when they are working. The Company's entrances are equipped with access control devices and fire-proof doors at the emergency exits. There are also security monitoring equipment at the main entrance to ensure the personal safety of employees.

The air conditioning system is fully serviced and maintained every two years, and the entire company is disinfected and cleaned every six months.

Various mechanical or fire protection equipment (such as fire alarms or fire extinguishers) are regularly maintained or repaired between April and June each year to ensure they are in optimal working condition at all times. In addition to providing labor and health insurance for all employees, we also offer group insurance and travel accident insurance, and maintain a supply of first-aid kits, masks, alcohol, external medications, etc., to provide necessary first aid and protection for employees when needed.

To ensure the safety of employees performing transportation operations, the Company provides pre-employment training prior to onboarding, followed by on-the-job training led by senior employees for 3 to 15 shifts to ensure a thorough understanding of operational safety. In addition to prioritizing vehicles that provide enhanced employee protection in the event of an accident when procuring new vehicles, each office is equipped with breathalyzers and sphygmomanometers to conduct periodic alcohol testing and monthly blood pressure monitoring for employees. Furthermore, each vehicle is fitted with a driving vision assistance system to ensure safe operation. The Company also conducts regular occupational safety and health education and training, and implements vehicle safety drills and health awareness programs on an ad hoc basis.

(II) The losses incurred by the Company due to labor disputes in the most recent year and up to the date of publication of the annual report, and the estimated amount and response measures that may occur currently and in the future:

1. Losses suffered by the Company due to labor disputes in the most recent year and as of the publication date of the annual report: None.
2. Estimated amounts and mitigation measures that may occur currently and in the future: None.

## **VI. Cyber Security Management:**

### **(I) Information security risk management structure**

The Company passed a resolution during the board meeting on December 26, 2023 to establish a dedicated information and communication security unit. This unit includes one information security manager and one information security personnel responsible for formulating company-wide information and communication security policies, planning information security measures, and executing related information security operations. The Company's audit department serves as the oversight unit for information and communication security, conducting audits and requiring units under audit to submit relevant improvement plans if deficiencies are found. These plans are then reported to the Board of Directors and the effectiveness of improvements is regularly tracked to reduce internal information security risks.

Each year, auditors conduct information operation audits and request improvement measures if deficiencies are found or improvement suggestions are made, subsequently tracking the results of these improvements.

### **(II) Information security policy and management plan**

Strengthen information and communication security management, ensuring the availability, integrity, and confidentiality of information, and guarding against deliberate or accidental threats from internal or external sources, the Company's information and communication security infrastructure and management are categorized into seven main areas, as follows:

#### **1. Identification of the value of core business and information assets**

- (1) Annual review of core business operations and sensitive data to assess the likelihood and impact of potential operational disruptions, along with setting clear recovery time objectives for core business operations.
- (2) Annual inventory of information assets and establishment of an information asset inventory to identify their value.

#### **2. Computer equipment security management**

- (1) The Company's computer hosts, application servers and equipment are located in dedicated machine rooms, with access controlled by IT personnel, and records of entries and exits are maintained for auditing purposes.
- (2) The machine rooms are equipped with independent air conditioning to maintain computer equipment at appropriate temperature levels and contain chemical fire extinguishers suitable for general or electrical fires.
- (3) Continuous power supply and voltage stabilization equipment are installed for the main hosts in the machine rooms to prevent system crashes due to sudden power outages or ensure continuous operation during temporary power cuts.

#### **3. Network security management**

- (1) Enhanced network control with the deployment of enterprise-grade firewalls to block unauthorized intrusions by hackers.
- (2) External connections to the Taipei headquarters for business purposes require application and provision of external IP addresses, with the Company using designated IP addresses and firewall settings to restrict access to internal networks and services only to authorized personnel.
- (3) Remote access to the Company's internal network and information systems requires approval from the IT department, and VPN credentials are provided for login.
- (4) Respect for intellectual property rights includes avoiding the download of illegal software and refraining from opening suspicious emails from unknown sources to prevent triggering malicious executables by hackers.

#### 4. Virus protection and management

- (1) Servers and computers used by employees are equipped with endpoint protection software, with virus definitions updated automatically to block the latest viruses. This ensures the detection and prevention of potentially threatening executable files from being installed on the system.
- (2) Upon detecting or intercepting a virus, the antivirus software immediately isolates or deletes it and requires employees to report to the IT department for further action.
- (3) If the computer, files, or emails are infected by viruses, Trojans, phishing software, or ransomware, the IT Office should be notified immediately for virus detection and processing.

#### 5. System access control

- (1) Employees who wish to use the application systems must fill out a computer information system application form and, after approval by the responsible supervisor, the information room will create a system account and set permissions before they can access the system.
- (2) Passwords for accounts must be changed periodically (every three months) and meet certain complexity requirements (a mix of letters and numbers) to be approved.
- (3) During resignation or retirement procedures, employees must fill out a computer information system application form to modify or delete various system accounts.

#### 6. Ensure the sustainable operation of the system

- (1) Software backups are performed on the server and other data to external hard drives twice, with local and offsite external hard drives exchanged weekly.
- (2) Disaster recovery drills: conducted annually to ensure the accuracy and effectiveness of backup data.

#### 7. Information security promotion and education training

- (1) New employees are educated on information security policies and goals during orientation.
- (2) Regular training sessions are held to inform employees about security risks and the latest security information to strengthen their awareness.
- (3) The IT department and dedicated security unit absorb new knowledge, continually update security knowledge and participate in information security education and training courses.

### (III) Invest resources in information security management

1. Hardware equipment: firewalls, uninterruptible power supplies (UPS), servers, etc.

2. Software System: Email antivirus, spam filtering, antivirus software (server and user computers), backup management software, etc.

3. Information security policy

Information security management measures will be formally formulated in December 2023.

4. Education and training, information security promotion

In 2025, a total of 3 people were trained in the cybersecurity supervisor and personnel training courses, with a total training time of 42 hours.

All new employees in 2025 completed information and communications security and protection education and training, with a total of 7 people trained and a total of 3.5 hours of training.

An internal announcement on information and communications security promotion for the first half of the year was released in March 2025.

In September 2025, the second half of the information and communications security protection education and training was conducted, with a total of 23 people trained, with a total of 23 hours.

5. Other resources invested in information security management

Daily system status checks.

Weekly regular backup and execution of offsite backup media storage.

Disaster recovery simulation exercise system.

Internal audit.

Name of CPA.

- (IV) Implementation results of information and communications security measures over the years  
2025

The percentage of employees disciplined for failure to comply with information security and confidentiality protection procedures was 0%.

There were 0 incidents of employees being harmed by opening phishing emails.

- (V) Major information security incident

The Company had no major information security incidents this year.

## VII. Important contracts:

Supply and sales contracts, technical cooperation contracts, construction contracts, long-term loan contracts and other important contracts that are sufficient to affect shareholders' rights and interests that are still valid as of the publication date of the annual report and expired in the most recent fiscal year:

Type of Contract	Client	Contract Term	Description	Restrictions
Major construction contracts	Tze Shin International Co., Ltd. and Minsheng Construction	From August 19, 2024, until project completion	New construction works of Tze Shin Yun Li project	None
Management contract	Tze Shin International Co., Ltd. and FBS International	From July 1, 2024, until six months after the permit was granted	Management of the entire project of Tze Shin Yun Li	None
Development and management contract to promote the private sector to participate in the construction of affordable hotels in Taipei City.	Miramar Hospitality Co., Ltd. and Tourism Bureau of the Ministry of Transportation and Communications	April 12, 2004 - April 12, 2054	Responsibilities and obligations for investment, development, and operation of the hotel and its facilities.	During the contract period, the operating royalties shall be paid based on 8% of the operating revenue of the financial statements. When the superficies acquired by the Company expire, they shall be conveyed to the government without payment of consideration.
Outsourcing of food and beverage services in the museum	Miramar Hospitality Co., Ltd. and Louisa Coffee Co., Ltd.	September 1, 2025 - August 31, 2030	Outsourcing the operation of the in-house dining service at the restaurant	None

## Five. Review and Analysis of Financial Status and Financial Performance and Risk Management

### I. Status of financial position

(I) Comparison Table for Financial Position

Unit: NT\$ thousand

Item \ Year	2025	2024	Difference	
			Amount	%
Current assets	2,694,260	2,839,618	(145,358)	-5.12
Non-current assets	1,332,399	1,590,161	(257,762)	-16.21
Total Assets	4,026,659	4,429,779	(403,120)	-9.10
Current liabilities	379,894	448,540	(68,646)	-15.30
Non-current liabilities	747,868	808,383	(60,515)	-7.49
Total liabilities	1,127,762	1,256,923	(129,161)	-10.28
Share capital	1,890,023	1,890,023	-	-
Capital reserve	41,258	40,980	278	0.68
Retained earnings	809,184	851,429	(42,245)	-4.96
Other adjustment items	(25,653)	184,782	(210,435)	-113.88
Non-controlling interests	184,085	205,642	(21,557)	-10.48
Total shareholders' equity	2,898,897	3,172,856	(273,959)	-8.63
Main reasons and effects of changes of 20% in assets, liabilities, or equity in the most recent two years:				
1. Other adjustment items decreased, mainly due to the disposal of equity in Yuan Chuan Steel Co., Ltd.				

## II. Financial performance

### (I) Comparison Table for Operating Results

Unit: NT\$ thousand

Item \ Year	2025	2024	Increase (Decrease) amount	Change in ratio (%)
Operating revenue	672,112	687,138	(15,026)	-2.19
Operating cost	459,381	492,531	(33,150)	-6.73
Operating profit	212,731	194,607	18,124	9.31
Operating expense	201,295	211,150	(9,855)	-4.67
Net operating income (loss)	11,436	(16,543)	27,979	169.13
Non-operating income and expenses	97,002	354,803	(257,801)	-72.66
Net income (loss) before tax	108,438	338,260	(229,822)	-67.94
Income tax expenses	(7,228)	10,800	(18,028)	-166.93
After-tax (loss) loss of continuing operations	115,666	327,460	(211,794)	-64.68

- I. The main reasons for the significant changes of net operating profit and net profit before tax exceeding 20% in the last two years are:
1. Operating net profit (loss): Primarily attributable to the subsidiary Miramar Hospitality strengthening its operating policies, resulting in increased revenue from rooms and catering services.
  2. Non-operating income and expenses, and profit (loss) before tax: Mainly due to adjustments arising from capital market fluctuations, leading to a decrease in valuation gains on financial assets compared with the same period of the previous year.
  3. Income tax expense: The calculation is based on taxation in each year.
- II. Expected sales volume and basis thereof with the possible impacts on the Company's financials and the countermeasures therefor:  
The Company is primarily engaged in freight transportation and hospitality services. As its main revenue is derived from freight and hospitality services, it is not appropriate to use sales volume as a measurement basis. Based on macroeconomic conditions and overall market environment analysis, existing contracts, and established business plans and development objectives, the overall service volume for 2026 is expected to remain stable.

### III. Cash flows

(I) Analysis of cash flow changes in the most recent year (2025):

Unit: NT\$ thousand

Cash balance at the beginning of the year (1)	Annual net operating cash flow (2)	Annual net investing cash flow (3)	Annual net financing cash flow (4)	Remaining cash (deficient) amount (1)+(2)+(3)+(4)	Remedy for cash shortage	
					Investment plans	Financial management plan
1,043,765	(227,577)	129,306	(495,149)	450,345	None	

Cash flow changes during the most recent fiscal year:

1. Operating activities: Pre-tax profit does not include gains on financial asset valuation and project development.
2. Investing activities: Mainly acquisition and disposal of financial assets.
3. Financing activities: Mainly the payment of cash dividends.

(II) Improvements for low liquidity: NA.

(III) Analysis of cash liquidity for the coming year (2026):

Unit: NT\$ thousand

Cash balance at the beginning of the year (1)	Annual net operating cash flow (2)	Annual cash inflows (3)	Remaining cash (deficient) amount (1)+(2)+(3)	Remedy for cash shortage	
				Investment plans	Financial management plan
450,345	349,085	(413,100)	386,330	NA	NA

1. Operating activities: The Company will actively and effectively control operating costs and expenses to increase operating profit.
2. Investing activities: The Company estimates that in 2026 it will focus on investing in domestic diversified business operations.
3. Financing activities: The Company estimates that it will raise bank loans in 2026 to support operating and investment needs and to improve its financial structure.

**IV. Impact of major capital expenditures on financial operations in recent years:** None.

**V. Recent investment policies, main reasons for profit or loss, improvement plans and investment plans for the coming year:**

1. Recent annual reinvestment policy:  
Coordinate actively with all business units for investment targets and deal with non-core investment projects when necessary.
2. The main reason for the profit or loss of re-investment in the most recent year and the improvement plan: None
3. Investment plan for next year: None.

**VI. Analysis and assessment of risk issues in the most recent year and up to the date of publication of the annual report:**

(I) Influence the income of interest rate and exchange rate volatility and inflation and countermeasures:

1. Influence of interest rates changes on income and future countermeasures:  
The Company's interest income and expenses for 2025 were NT\$5,243 thousand and NT\$17,277 thousand, respectively. In addition, the market interest rate has fluctuated greatly in recent years, but the Company's borrowing ratio is relatively low. It is expected that future interest rate changes will not cause significant cash flow risks to the Company's overall operations and profits and losses.

2. Influence of exchange rates changes on income and future countermeasures:  
The Company is primarily engaged in domestic sectors, such as transportation, construction projects, and domestic tourism hotel and catering services, which do not involve any significant import or export procurement activities. Therefore, exchange rate fluctuations have no direct or immediate impacts on the Company.
  3. The impact of inflation on the Company's profit and loss and future response measures:  
In the most recent fiscal year, there has been a higher risk of inflation. However, due to industry differentiation, this risk has not had a significant impact on the Company's operations and profitability.
- (II) Policies, main reason(s) for profits or losses, and future countermeasures for engaging in high-risk and high-leverage investments, lending, offering guarantees and endorsements, and derivatives investments:
    1. In 2025, the Company did not engage in any high-risk, high-leverage investment or derivative commodity transactions.
    2. In 2025, the Company's funds loaned to others were handled in accordance with the "Operation Procedures for Lending Funds to Others", and as of the end of 2025, the balance of the Company's funds loaned to others was \$0.
    3. The Company did not provide external endorsement guarantees in 2025. According to the Company's "Endorsement Guarantee Operation Procedures", the maximum endorsement guarantee limit in 2025 was 4,072,218 thousand, with a balance of 0 as of the end of 2025, which did not exceed the limit.
  - (III) Future R&D planning and estimated R&D investments: NA. The Company is mainly engaged in the transportation and hospitality services and since the business nature of the Company does not meet the accounting standards for the recognition of research and development expenses, there is no specific research and development plan in the future.
  - (IV) Impacts of domestic/foreign important policies and changes of laws on the financial business of the Company and countermeasures: Not applicable to the Company.
  - (V) Impacts to the Company's financial operations due to developments in science and technology (including cyber security risks) as well as industrial change, and corresponding countermeasures: Not applicable to the Company.
  - (VI) Influence of market presence changes on crisis management and countermeasures:  
The company acts in accordance with the policies of cherishing resources, protecting the environment and complying with the laws and regulations. It has always had a good corporate image and it has not been affected by corporate crisis management.
  - (VII) Expected benefit, possible risk and countermeasure for merger: not applicable to the Company.
  - (VIII) Expected benefits and possible risks associated with any plant expansion, and corresponding countermeasures: Not applicable to the Company.
  - (IX) The potential risk of procurement or sales centralization and acquisitions and countermeasures: Not applicable to the Company.
  - (X) Influence and potential risk of the massive transfer or conversion of shares by directors or dominant shareholders with over 10% of the stakes and countermeasures: Not applicable to the Company.
  - (XI) Impact, risks and countermeasures of change in management rights: not applicable to the Company.

- (XII) Litigation or non-litigation events should disclose significant lawsuits, non-litigation disputes, or administrative litigation involving the Company, its directors, general manager, substantial shareholders with a shareholding exceeding ten percent and subsidiary companies that have been legally concluded or are pending, and whose outcomes may have a significant impact on shareholders' equity or securities prices. The disclosure should include the disputed facts, the amount involved, the start date of the lawsuit, the main parties involved, and the status as of the publication date of the annual report: The Company has not encountered such situations.
- (XIII) Other important risks and countermeasures:
1. Risk management organizational structure  
The management of the company's various operational risks is assigned to the relevant management units according to the nature of their business and the audit unit reviews the existing or potential risks of each operation and formulates and implements a risk-oriented annual audit plan. The management units of each risk are described as follows:
    - (1) President's Office  
Responsible for business decision-making and planning, evaluating medium and long-term investment benefits to reduce strategic risks.
    - (2) Auditing Unit  
Responsible for the inspection and review of the internal control system and providing timely improvement suggestions to strengthen the internal control function and ensure its continuous effectiveness.
    - (3) Legal Consultancy  
Responsible for legal risk management, including contract review, drafting, negotiation and management, corporate legal compliance and decision-making legality assessment, intellectual property rights, litigation and non-litigation event management, etc., to reduce legal risks.
    - (4) Financial Department  
Responsible for financial planning and utilization, and establishing a hedging mechanism to mitigate financial risks; as well as following relevant laws and regulations to ensure the reliability of financial reports and mitigate accounting risks.
    - (5) Information Office  
Maintain and manage systems, networks, computers, hosts and related peripheral equipment, integrate applications and develop maintenance automation systems and software to reduce network and information security risks, and promote, coordinate and supervise information security risk management matters.
    - (6) Business Planning Office  
Responsible for formulating product and marketing strategies and grasping market trends to reduce market risks.
    - (7) New Business Department  
In charge of market study, strategic analysis, and operational planning for various new businesses; overall management of new business project development, planning, marketing and execution, and other new business-related affairs, and mitigate business risks.

2. In response to information security risk control and impact on operational risk damage, the company's information system structure establishes a backup plan and disaster recovery plan according to its risk level; programs and data and uninterruptible power systems are regularly backed up, tested and recorded, And store the backup data in an independent and safe place; the computer mainframe room has a management and control mechanism, and the computer hardware and software equipment is regularly maintained, tested and recorded by the supplier or the Information Office; regularly inspect the network operating environment, computer network system settings. Firewall and antivirus software to prevent unauthorized system access.

Effectively implement information security management and control measures to reduce the risk of system and data interruption caused by natural disasters without warning and human error, and ensure that the system can be restored in time, the business information system can operate normally, and financial information and customer information can be preserved.

**VII.Other important information:** None.

## **Six. Special Matters to be Recorded**

### **I. Related information of related companies**

Please visit the Market Observation Post System

([https://mopsov.twse.com.tw/mops/web/t57sb01\\_q10](https://mopsov.twse.com.tw/mops/web/t57sb01_q10)).

Homepage > Single Company > Download electronic files > Section of Statements of Affiliated Enterprises. Enter the company code "2611" to view relevant content.

### **II. Private placements of securities in the previous year and by the date of report publication:**

Not applicable to the Company.

### **III. Other required supplementary information:** None.

### **IV. For the previous fiscal year and up to the printing date of the annual report, occurrence of events having material impact on shareholders' rights and interests or securities prices according to Subparagraph 2 of Paragraph 2 of Article 36 of the Securities and Exchange Act:**

Not applicable to the Company.