

B'IN LIVE CO., LTD.

2024 Annual General Shareholders' Meeting Meeting Handbook (Translation)

Meeting Date : June 18, 2024

Meeting Venue : Sigma Hall, GIS Taipei Tech Convention Center (3F, No.
1, Sec. 3, Zhongxiao E. Rd., Da'an Dist., Taipei City)

Note to Readers

If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese-language version shall prevail.

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B'IN LIVE CO., LTD.

Procedures of 2024 Annual General Shareholders' Meeting

- 1. Call the Meeting to Order**
- 2. Chairman Remarks**
- 3. Reported Matters**
- 4. Acknowledged Matters**
- 5. Matters for Discussion**
- 6. Extempore Motion**
- 7. Adjournment**

B'IN LIVE CO., LTD.

Agenda of 2024 Annual General Shareholders' Meeting

Meeting Time : June 18, 2024 (Tuesday) 9 : 00 a.m.

Meeting Venue : Sigma Hall, GIS Taipei Tech Convention Center (3F, No. 1, Sec. 3, Zhongxiao E. Rd., Da'an Dist., Taipei City)

Convention Method : Physical Convention of Shareholders' Meeting

1. Call Meeting to Order
2. Chairperson's Remarks
3. Reported Matters
 - (1) The 2023 Business Report.
 - (2) Audit Committee's Review Report on the 2023 Financial Statements.
 - (3) Report on 2023 Distribution of Remuneration of Employees and Directors.
 - (4) Report on 2023 Earnings Distribution of Cash Dividends.
4. Acknowledged Matters
 - (1) The 2023 Business Report and Financial Statements.
 - (2) The 2023 Earnings Distribution.
5. Matters for Discussion :
 - (1) Issuance of New Common Shares from Earnings.
6. Extempore Motion
7. Adjournment

Reported Matters

< Item 1>

(Proposed by the Board of Directors)

Subject : The 2023 Business Report.

Description : Please refer to Attachment 1 (pages 7~8) for the 2023 Business Report.

< Item 2>

(Proposed by the Board of Directors)

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

Description : Please refer to Attachment 2 (pages 9~10) for the 2023 Audit Committee's Review Report.

< Item 3>

(Proposed by the Board of Directors)

Subject : Report on 2023 Distribution of Remuneration of Employees and Directors.

Description : 1. According to Article 25 of the Articles of Incorporation, if there is any profit for a specific fiscal year, the Company shall allocate no less than 2% and no more than 2% of the annual pre-tax net profit before the deduction of remuneration to employees and directors as employees' remuneration and director's remuneration, respectively.

2. The Company 2023 has resolved to distribute NT\$10,657,933 as employees' remuneration and NT\$4,109,225 director's remuneration; both shall be paid in cash.

< Item 4>

(Proposed by the Board of Directors)

Subject : Report on 2023 Earnings Distribution of Cash Dividends.

Description : 1. The Board of Directors is authorized to decide the distribution of partial or full dividends in cash, and report the decision to the shareholders meeting in accordance with Article 26 of the Articles of Incorporation.

2. NT\$155,821,554 was distributed to ordinary shares shareholders at NT\$3.5 per share.

3. Cash dividends for ordinary shares were rounded to the nearest whole number. The total amount of cash dividends less than NT\$1 was recognized as other income of the Company.

4. The Chairman was authorized by the Board of Directors to decide the ex-dividend date, date of issuance, and other relevant issues. In the event that proposed distribution of earnings is affected by a change in the Company's outstanding common shares, the Chairman is authorized by the Board of Directors to make adjustment to such distribution at his/her discretion.

Acknowledged Matters

< Item 1>

(Proposed by the Board of Directors)

Subject : The 2023 Business Report and Financial Statements.

Description : 1. The Company's 2023 business report, standalone and consolidated financial statements have been approved by the board of directors' meeting through resolution and the financial statements have been audited by CPA Yu-Hung Kuo and CPA Hsiu-Ming Hsu of Deloitte & Touche Taiwan. The aforementioned financial statement and the business report has also been submitted to the Audit Committee for review completely, and the Audit Committee's Review Report has been issued.

2. Please refer to Attachment 1 (pages 7~8) of this Hand book for the 2023 Business Report. Please refer to Attachment 3 (pages 11~30) for the Independent Auditor's Report and Financial Statements.

Resolution :

< Item 2>

(Proposed by the Board of Directors)

Subject : The 2023 Earnings Distribution.

Description : Please refer to Attachment 4 (page 31) for the Distribution of 2023 Earnings, which was approved by the Board of Directors and reviewed by the Audit Committee.

Resolution :

Matters for Discussion

< Item 1>

(Proposed by the Board of Directors)

Subject : Issuance of New Common Shares from Earnings.

Description :

1. To consider the needs of future business development, the Company proposes to issuance of new common shares from earnings.
2. The Company proposes to allocate NT\$ 44,520,440 stock dividend from 2023 distributable earnings to issue a total amount of 4,452,044 new shares, with the face value of each share being NT\$10.
3. Calculation will be based on the shares, approximately 44,520,444 shares, held by shareholders listed in the shareholder register on the ex-rights record date. Additionally, 100 bonus shares will be distributed per 1,000 shares.
4. In the case of fractional shares, each of which is less than one share, among the new shares distributed to any shareholder, the shareholder may combine such shares at the stock transfer agency of the Company within 5 days following the book closure date. All fractional shares which have failed to be combined within that period or into one share will be distributed in cash based on the face value per share (rounded down to the nearest whole dollar). With respect to the accumulated fractional shares, it is proposed that the Chairman be authorized to contact certain persons to purchase shares at the face value per share.
5. In the event the number of outstanding shares is subsequently affected by changes in the Company's share capital, resulting in the necessity to revise the shareholder's payout ratio, the Board of Directors shall be authorized to conduct such revision at its full discretion.
6. The rights and obligations of the new shares to be issued will be the same as the existing common shares.
7. Upon the approval of issuing new shares after the approval of 2024 Annual General Shareholders' Meeting and the competent authority, it is proposed that the Board of Directors be authorized to resolve the ex-right date, date of issuance, and other relevant issues. If authority amends regulations or the market condition changed, shareholders' meeting shall fully authorize the Board of Directors to deal with it.

Resolution :

Extempore Motion

Adjournment

B'IN LIVE CO., LTD.

2023 Business Report

I. Operational Policy

The Company is the only total solutions provider for performances in Taiwan equipped with software design skills and hardware equipment. We are deeply involved in the various professional disciplines for more than ten years, such as, spatial-visual design, software performance production, hardware technologies and engineering. We are also the few professional behind-the-scene teams in Taiwan who can take on contracted work in activity planning and production for concerts, award ceremonies, corporate end-of-year parties, and commercial performances. The Company constantly upholds the service spirit of creating the greatest value for our customers in shaping a quality “B’IN LIVE” brand image. By combining diversified marketing business strategies to steadily create market values, and for an active approach and prudent evaluation, we aim to realize the Company’s management philosophy of “Innovation, Branding, and Sustainability.” This can bring more economic benefits for the cultural creativity of the music industry.

II. Implementation Overview

The global performance industry presents steady trends in recent years. The Company has participated in more than 200 concerts and other activities each year in the past. It has not only won acclaims from customers and performance artists, but has also created many classic works in the Mandarin music scene. From the beginning of 2020, B'in Live was profoundly impacted by the outbreak of the COVID-19 pandemic for three consecutive years, causing almost a complete halt to global offline performance activities. Finally, in 2023, the post-pandemic concert market experienced a rapid boom. Following the lifting of lockdown restrictions, artists/performance teams enthusiastically returned to the live concert market. The Company participated in and executed various domestic and international live performances, including Mayday's “Mayday Fly to 2023” world tour, JJ Lin's “JJ20” world tour, Rene Liu's “Final Call” tour, Accusefive's first new world tour “Around the New World,” Richie Jen's “On My Way” tour, Nick Chou's REALIVE Kaohsiung Arena Concert, Hebe Tien's “One, after Another” Taipei Final Show, and more. Our performance landscape extends across Asia, North America, Europe, and Australia. Furthermore, we undertook technical coordination for overseas artists performing in Taiwan, such as BLACKPINK's “BORN PINK” World Tour in Kaohsiung and Coldplay's “MUSIC of the SPHERES” World Tour in Kaohsiung, among others. In terms of event organizing, we organized ONE OK ROCK's “Luxury Disease Asia Tour 2023” in TAIWAN, as well as various other events, including galas, award ceremonies, festivals, sports events, and television studio recording programs. Examples include the 2023 Hakka Expo opening ceremony, the 2023 Taiwan Lantern Festival: “Taipei Together,” the 2023 Golden Indie Music Awards, 2023 SUPERSTAR (sports performances), professional basketball leagues, and outdoor theater performances at the 2023 Yilan

International Children's Folklore & Folkgame Festival. Furthermore, in 2023, the Company obtained operating rights for the Taoyuan Sunlight Arena and provided professional stage technical services for the Taipei Music Center, expanding into diverse business scopes to drive business momentum.

In 2023, the Company participated in two major design competitions in Asia, namely the K-DESIGN Award and the DFA Design for Asia Awards. The stage design of Nick Chou's "REALIVE" world tour won the K-DESIGN Award 2023 GOLD WINNER and DFA Design for Asia Awards 2023 Silver Award. The stage design of Xiao Bing Chih 's "Project X" tour and Mixer's "WE: 10th Anniversary Concert" tour were also recognized by the K-DESIGN Award 2023 WINNER.

III. Business Plan Implementation Outcomes

The Company's 2023 consolidated operating revenue was NTD 2,558,560 thousand, an increase of NTD 1,255,916 thousand, compared to the previous year of NTD 1,302,644 thousand, an annual increase of 96%. The operating gains was NTD 273,896 thousand, an increase of NTD 276,856 thousand, compared to the previous year losses of NTD 2,960 thousand. Gains that were attributable to the Company's owners were NTD 294,797 thousand, an increase of NTD 308,561 thousand, compared to the previous year losses of NTD 13,764 thousand.

IV. Profitability Analysis

Profitability Analysis

Item			2023	2022
Financial revenue/ expenditure	Interest revenue (NT\$ thousand)		1,497	460
	Interest expenditure (NT\$ thousand)		1,808	1,883
Profitability	Return on assets (%)		20.68	(1.65)
	Return on equity (%)		40.91	(3.42)
	To paid-in capital	Operating profit (losses) (%)	61.52	(0.67)
		Income (losses) before tax (%)	75.13	(4.75)
	Net profit margin (losses) (%)		11.38	(1.50)
	Basic earnings per share (losses) (NT\$)		6.68	(0.31)

V. Future Operation Outlook

In addition to our ongoing dedication to concert planning and production, as well as various commercial performances, the Company has deeply engaged in producing and executing shows in the mainland China market. We leverage our comprehensive services and world-class technical services and equipment to bring globally renowned artists to perform in Taiwan. Looking ahead, we are committed to actively expanding its operational scope by enhancing our event organizing business. We will prioritize negotiations for the operation of venues with different capacities, aiming to fully integrate venue utilization into our event organizing operations. This strategic approach is designed to optimize business performance and achieve robust and diversified operational outcomes.

Chairman : Yu-Yang Chou

General Manager: : Yu-Yang Chou

Chief Accountant : Han-Wei Hsu

B'IN LIVE CO., LTD.

Audit Committee's Review Report

The Board of Directors has prepared and submitted the 2023 business report and the 2023 financial statements have been audited by CPA Yu-Hung Kuo and CPA Hsiu-Ming Hsu of Deloitte & Touche Taiwan. These have been reviewed by the Audit Committee and determined to be correct. In accordance with Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act, we hereby submit this report.

To
2024 Annual General Shareholders' Meeting

B'IN LIVE CO., LTD.
Audit Committee convener : Fan-Chuan Shih
March 6, 2024

B'IN LIVE CO., LTD.

Audit Committee's Review Report

The Board of Directors has prepared and submitted the 2023 earnings distribution statement have been reviewed by the Audit Committee and determined to be correct. In accordance with Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act, we hereby submit this report.

To
2024 Annual General Shareholders' Meeting

B'IN LIVE CO., LTD.

Audit Committee convener : Fan-Chuan Shih

May 8, 2024

B'IN LIVE CO., LTD.**2023 Earnings Distribution Statement**

Unit: NTD

Item	Amount
Undistributed earnings at the beginning of the period	0
Add : Disposal of the financial assets at fair value Through other comprehensive income	1,344,547
2023 Net income after-tax net profit	294,796,953
Less : 10% statutory reserve	(29,614,150)
Special reserve	(6,623,752)
Current earnings available for distribution	259,903,598
Distributions :	
Cash dividends of common shares (NT\$3.5 per share)	(155,821,554)
Stock dividends of common shares (NT\$1 per share)	(44,520,440)
Undistributed earnings at the end of the period	59,561,604

Chairman : Yu-Yang Chou

General Manager: : Yu-Yang Chou

Chief Accountant : Han-Wei Hsu

B'IN LIVE CO., Ltd.

Rules of Procedure for Shareholders Meetings

- Article 1 To establish a strong governance system and sound supervisory capabilities for the Company's shareholders meetings, and to strengthen management capabilities,, the rules are adopted pursuant to relevant regulations.
- Article 2 The rules of procedures for the Company's shareholders meetings, except as otherwise provided by law, regulation, or the articles of incorporation, shall be as provided in these Rules.
- Article 3 Unless otherwise provided by law or regulation, the Company's shareholders meetings shall be convened by the board of directors.
- The Company shall prepare electronic versions of the shareholders meeting notice and proxy forms, and the origins of and explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors, and upload them to the Market Observation Post System (MOPS) before 30 days before the date of a regular shareholders meeting or before 15 days before the date of a special shareholders meeting. The Company shall prepare electronic versions of the shareholders meeting agenda and supplemental meeting materials and upload them to the MOPS before 21 days before the date of the regular shareholders meeting or before 15 days before the date of the special shareholders meeting. In addition, before 15 days before the date of the shareholders meeting, the Company shall also have prepared the shareholders meeting agenda and supplemental meeting materials and made them available for review by shareholders at any time. The meeting agenda and supplemental materials shall also be displayed at the Company and the professional shareholder services agent designated thereby.
- The reasons for convening a shareholders meeting shall be specified in the meeting notice and public announcement. With the consent of the addressee, the meeting notice may be given in electronic form.
- Election or dismissal of directors, amendments to the articles of incorporation, reduction of capital, application for the approval of ceasing its status as a public company, approval of competing with the company by directors, surplus profit distributed in the form of new shares, reserve distributed in the form of new shares, the dissolution, merger, or demerger of the corporation, or any matter under Article 185, paragraph 1 of the Company Act, Articles 26-1 and 43-6 of the Securities Exchange Act, Articles 56-1 and 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be set out and the essential contents explained in the notice of the reasons for convening the shareholders meeting. None of the above matters may be raised by an extraordinary motion.
- Where re-election of all directors and supervisors as well as their inauguration date is stated in the notice of the reasons for convening the

shareholders meeting, after the completion of the re-election in said meeting such inauguration date may not be altered by any extraordinary motion or otherwise in the same meeting.

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

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

Shareholder-submitted proposals are limited to 300 words, and no proposal containing more than 300 words will be included in the meeting agenda. The shareholder making the proposal shall be present in person or by proxy at the regular shareholders meeting and take part in discussion of the proposal.

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

Article 4 For each shareholders meeting, a shareholder may appoint a proxy to attend the meeting by providing the proxy form issued by the Company and stating the scope of the proxy's authorization.

A shareholder may issue only one proxy form and appoint only one proxy for any given shareholders meeting, and shall deliver the proxy form to the Company before five days before the date of the shareholders meeting. When duplicate proxy forms are delivered, the one received earliest shall prevail unless a declaration is made to cancel the previous proxy appointment.

After a proxy form has been delivered to the Company, if the shareholder intends to attend the meeting in person or to exercise voting rights by correspondence or electronically, a written notice of proxy cancellation shall be submitted to the Company before two business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.

Article 5 The venue for a shareholders meeting shall be the premises of the Company,

or a place easily accessible to shareholders and suitable for a shareholders meeting. The meeting may begin no earlier than 9 a.m. and no later than 3 p.m. Full consideration shall be given to the opinions of the independent directors with respect to the place and time of the meeting.

Article 6 The Company shall specify in its shareholders meeting notices the time during which attendance registrations for shareholders will be accepted, the place to register for attendance, and other matters for attention.

The time during which shareholder attendance registrations will be accepted, as stated in the preceding paragraph, shall be at least 30 minutes prior to the time the meeting commences. The place at which attendance registrations are accepted shall be clearly marked and a sufficient number of suitable personnel assigned to handle the registrations.

Shareholders, solicitors and proxies (collectively "shareholders") shall attend shareholders meetings based on attendance cards, sign-in cards, or other certificates of attendance. The Company may not arbitrarily add requirements for other documents beyond those showing eligibility to attend presented by shareholders. Solicitors soliciting proxy forms shall also bring identification documents for verification.

The Company shall furnish the attending shareholders with an attendance book to sign, or attending shareholders may hand in a sign-in card in lieu of signing in.

The Company shall furnish attending shareholders with the meeting agenda book, annual report, attendance card, speaker's slips, voting slips, and other meeting materials. Where there is an election of directors, pre-printed ballots shall also be furnished.

When the government or a juristic person is a shareholder, it may be represented by more than one representative at a shareholders meeting. When a juristic person is appointed to attend as proxy, it may designate only one person to represent it in the meeting.

Article 7 If a shareholders meeting is convened by the board of directors, the meeting shall be chaired by the chairperson of the board. When the chairperson of the board is on leave or for any reason unable to exercise the powers of the chairperson, the vice chairperson shall act in place of the chairperson; if there is no vice chairperson or the vice chairperson also is on leave or for any reason unable to exercise the powers of the vice chairperson, the chairperson shall appoint one of the managing directors to act as chair, or, if there are no managing directors, one of the directors shall be appointed to act as chair. Where the chairperson does not make such a designation, the managing directors or the directors shall select from among themselves one person to serve as chair.

When a managing director or a director serves as chair, as referred to in the preceding paragraph, the managing director or director shall be one who has held that position for six months or more and who understands the financial and business conditions of the company. The same shall be true for a representative of a juristic person director that serves as chair.

It is advisable that shareholders meetings convened by the board of directors

be chaired by the chairperson of the board in person and attended by a majority of the directors, and at least one member of each functional committee on behalf of the committee. The attendance shall be recorded in the meeting minutes.

If a shareholders meeting is convened by a party with power to convene but other than the board of directors, the convening party shall chair the meeting. When there are two or more such convening parties, they shall mutually select a chair from among themselves.

The Company may appoint its attorneys, certified public accountants, or related persons retained by it to attend a shareholders meeting in a non-voting capacity.

Article 8 The Company, beginning from the time it accepts shareholder attendance registrations, shall make an uninterrupted audio and video recording of the registration procedure, the proceedings of the shareholders meeting, and the voting and vote counting procedures.

The recorded materials of the preceding paragraph shall be retained for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.

Article 9 Attendance at shareholders meetings shall be calculated based on numbers of shares. The number of shares in attendance shall be calculated according to the shares indicated by the attendance book and sign-in cards handed in, plus the number of shares whose voting rights are exercised by correspondence or electronically.

The chair shall call the meeting to order at the appointed meeting time and disclose information concerning the number of nonvoting shares and number of shares represented by shareholders attending the meeting. However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than one hour, may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the chair shall declare the meeting adjourned.

If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, paragraph 1 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders meeting shall be convened within one month.

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

Article 10 If a shareholders meeting is convened by the board of directors, the meeting agenda shall be set by the board of directors. Votes shall be cast on each

separate proposal in the agenda (including extraordinary motions and amendments to the original proposals set out in the agenda). The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders meeting.

The provisions of the preceding paragraph apply mutatis mutandis to a shareholders meeting convened by a party with the power to convene that is not the board of directors.

The chair may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda of the preceding two paragraphs (including extraordinary motions), except by a resolution of the shareholders meeting. If the chair declares the meeting adjourned in violation of the rules of procedure, the other members of the board of directors shall promptly assist the attending shareholders in electing a new chair in accordance with statutory procedures, by agreement of a majority of the votes represented by the attending shareholders, and then continue the meeting.

The chair shall allow ample opportunity during the meeting for explanation and discussion of proposals and of amendments or extraordinary motions put forward by the shareholders; when the chair is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chair may announce the discussion closed, call for a vote, and schedule sufficient time for voting.

Article 11 Before speaking, an attending shareholder must specify on a speaker's slip the subject of the speech, his/her shareholder account number (or attendance card number), and account name. The order in which shareholders speak will be set by the chair.

A shareholder in attendance who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken. When the content of the speech does not correspond to the subject given on the speaker's slip, the spoken content shall prevail.

Except with the consent of the chair, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed 5 minutes. If the shareholder's speech violates the rules or exceeds the scope of the agenda item, the chair may terminate the speech.

When an attending shareholder is speaking, other shareholders may not speak or interrupt unless they have sought and obtained the consent of the chair and the shareholder that has the floor; the chair shall stop any violation.

When a juristic person shareholder appoints two or more representatives to attend a shareholders meeting, only one of the representatives so appointed may speak on the same proposal.

After an attending shareholder has spoken, the chair may respond in person or direct relevant personnel to respond.

Article 12 Voting at a shareholders meeting shall be calculated based the number of shares.

With respect to resolutions of shareholders meetings, the number of shares held by a shareholder with no voting rights shall not be calculated as part of the total number of issued shares.

When a shareholder is an interested party in relation to an agenda item, and

there is the likelihood that such a relationship would prejudice the interests of the Company, that shareholder may not vote on that item, and may not exercise voting rights as proxy for any other shareholder.

The number of shares for which voting rights may not be exercised under the preceding paragraph shall not be calculated as part of the voting rights represented by attending shareholders.

With the exception of a trust enterprise or a shareholder services agent approved by the competent securities authority, when one person is concurrently appointed as proxy by two or more shareholders, the voting rights represented by that proxy may not exceed three percent of the voting rights represented by the total number of issued shares. If that percentage is exceeded, the voting rights in excess of that percentage shall not be included in the calculation.

Article 13 A shareholder shall be entitled to one vote for each share held, except when the shares are restricted shares or are deemed non-voting shares under Article 179, paragraph 2 of the Company Act.

When the Company holds a shareholder meeting, it shall adopt exercise of voting rights by electronic means and may adopt exercise of voting rights by correspondence. When voting rights are exercised by correspondence or electronic means, the method of exercise shall be specified in the shareholders meeting notice. A shareholder exercising voting rights by correspondence or electronic means will be deemed to have attended the meeting in person, but to have waived his/her rights with respect to the extraordinary motions and amendments to original proposals of that meeting; it is therefore advisable that the Company avoid the submission of extraordinary motions and amendments to original proposals.

A shareholder intending to exercise voting rights by correspondence or electronic means under the preceding paragraph shall deliver a written declaration of intent to the Company before two days before the date of the shareholders meeting. When duplicate declarations of intent are delivered, the one received earliest shall prevail, except when a declaration is made to cancel the earlier declaration of intent.

After a shareholder has exercised voting rights by correspondence or electronic means, in the event the shareholder intends to attend the shareholders meeting in person or online, a written declaration of intent to retract the voting rights already exercised under the preceding paragraph shall be made known to the Company, by the same means by which the voting rights were exercised, before two business days before the date of the shareholders meeting. If the notice of retraction is submitted after that time, the voting rights already exercised by correspondence or electronic means shall prevail. When a shareholder has exercised voting rights both by correspondence or electronic means and by appointing a proxy to attend a shareholders meeting, the voting rights exercised by the proxy in the meeting shall prevail.

Except as otherwise provided in the Company Act and in the Company's articles of incorporation, the passage of a proposal shall require an

affirmative vote of a majority of the voting rights represented by the attending shareholders. At the time of a vote, for each proposal, the chair or a person designated by the chair shall first announce the total number of voting rights represented by the attending shareholders, followed by a poll of the shareholders. After the conclusion of the meeting, on the same day it is held, the results for each proposal, based on the numbers of votes for and against and the number of abstentions, shall be entered into the MOPS.

When there is an amendment or an alternative to a proposal, the chair shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. When any one among them is passed, the other proposals will then be deemed rejected, and no further voting shall be required.

Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair, provided that all monitoring personnel shall be shareholders of the Company.

Vote counting for shareholders meeting proposals or elections shall be conducted in public at the place of the shareholders meeting. Immediately after vote counting has been completed, the results of the voting, including the statistical tallies of the numbers of votes, shall be announced on-site at the meeting, and a record made of the vote.

Article 14 The election of directors at a shareholders meeting shall be held in accordance with the applicable election and appointment rules adopted by the Company, and the voting results shall be announced on-site immediately, including the names of those elected as directors and supervisors and the numbers of votes with which they were elected, and the names of directors and supervisors not elected and number of votes they received.

The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the ballots shall be retained until the conclusion of the litigation.

Article 15 Matters relating to the resolutions of a shareholders meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chair of the meeting and a copy distributed to each shareholder within 20 days after the conclusion of the meeting. The meeting minutes may be produced and distributed in electronic form.

The Company may distribute the meeting minutes of the preceding paragraph by means of a public announcement made through the MOPS.

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

Article 16 On the day of a shareholders meeting, the Company shall compile in the prescribed format a statistical statement of the number of shares obtained by

solicitors through solicitation, the number of shares represented by proxies, and shall make an express disclosure of the same at the place of the shareholders meeting.

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

Article 17 Staff handling administrative affairs of a shareholders meeting shall wear identification cards or arm bands.

The chair may direct the proctors or security personnel to help maintain order at the meeting place. When proctors or security personnel help maintain order at the meeting place, they shall wear an identification card or armband bearing the word "Proctor."

At the place of a shareholders meeting, if a shareholder attempts to speak through any device other than the public address equipment set up by the Company, the chair may prevent the shareholder from so doing.

When a shareholder violates the rules of procedure and defies the chair's correction, obstructing the proceedings and refusing to heed calls to stop, the chair may direct the proctors or security personnel to escort the shareholder from the meeting.

Article 18 When a meeting is in progress, the chair may announce a break based on time considerations. If a force majeure event occurs, the chair may rule the meeting temporarily suspended and announce a time when, in view of the circumstances, the meeting will be resumed.

If the meeting venue is no longer available for continued use and not all of the items (including extraordinary motions) on the meeting agenda have been addressed, the shareholders meeting may adopt a resolution to resume the meeting at another venue.

A resolution may be adopted at a shareholders meeting to defer or resume the meeting within five days in accordance with Article 182 of the Company Act.

Article 19 These Rules shall take effect after having been submitted to and approved by a shareholders meeting. Subsequent amendments thereto shall be effected in the same manner

Enacted on June 12, 2015

The 1st amendment on June 21, 2017

The 2nd amendment on June 16, 2020

The 3rd amendment on July 30, 2021

B'IN LIVE CO., Ltd.

Articles of Incorporation

Chapter 1 General provisions

Article 1: The Company is organized in accordance with the Company Act, and is named 必應創造股份有限公司 and B'IN LIVE CO., LTD. in English.

Article 2: The business activities of the Company are as follows:

1. CC01030 Electrical Appliances and Audiovisual Electronic Products Manufacturing
2. CC01120 Data Storage Media Manufacturing and Duplicating
3. E601010 Electric Appliance Construction
4. E601020 Electric Appliance Installation
5. E603090 Lighting Equipment Construction
6. E604010 Machinery Installation
7. E605010 Computer Equipment Installation
8. E701020 Satellite Television KU Channels and Channel C Equipment Installation
9. E701030 Controlled Telecommunications Radio-Frequency Devices Installation Engineering
10. E801010 Indoor Decoration
11. EZ05010 Instrument and Meters Installation Engineering
12. EZ14010 Sport Venue Equipment Engineering
13. EZ99990 Other Engineering
14. F109070 Wholesale of Culture, Education, Musical Instruments and Educational Entertainment Supplies
15. F113010 Wholesale of Machinery
16. F113020 Wholesale of Electrical Appliances
17. F113070 Wholesale of Telecommunication Apparatus
18. F119010 Wholesale of Electronic materials
19. F120010 Wholesale of Refractory Materials
20. F209060 Retail Sale of Culture, Education, Musical Instruments and Educational Entertainment Supplies
21. F213010 Retail Sale of Electrical Appliances
22. F213040 Retail Sale of Precision Instruments
23. F213060 Retail Sale of Telecommunication Apparatus
24. F213080 Retail Sale of Machinery and Tools
25. F219010 Retail Sale of Electronic Materials
26. F220010 Retail Sale of Refractory Materials
27. F401010 International Trade
28. F601010 Intellectual Property Rights
29. I301010 Information Software Services
30. I301020 Data Processing Services
31. I301030 Electronic Information Supply Services
32. I401010 General Advertisement Service
33. I501010 Product Designing

- | | |
|-------------|---|
| 34. I599990 | Other Designing |
| 35. IZ12010 | Manpower Dispatched |
| 36. IZ99990 | Other Industrial and Commercial Services |
| 37. J304010 | Book Publishing |
| 38. J305010 | Audio Publishing |
| 39. J401010 | Motion Picture Production |
| 40. J503010 | Broadcast Program Production |
| 41. J503020 | Television Program Production |
| 42. J503030 | Broadcasting and Television Program Distribution |
| 43. J503040 | Broadcasting and Television Commercial |
| 44. J601010 | Arts and Literature Service |
| 45. J602010 | Performing Arts Activities |
| 46. J603010 | Live House |
| 47. JA02010 | Electric Appliance and Electronic Products Repair |
| 48. JB01010 | Conference and Exhibition Services |
| 49. JE01010 | Rental and Leasing |
| 50. JZ99050 | Agency Services |
| 51. ZZ99999 | All business activities that are not prohibited or restricted by law, except those that are subject to special approval |

- Article 3: The head office of the Company shall be located in Taipei City, the Republic of China ("R.O.C"). Subject to the approval of the Board of Directors and competent authority, the Company may, if necessary, set up branch offices at other appropriate locations inside or outside of the R.O.C.
- Article 4: Public notices to be given by the Company shall be handled in accordance with the Company Act and other relevant laws and regulations.
- Article 5: The reinvestment of the Company is not subject to the restrictions that the total investment amount shall not exceed 40% of the paid-in capital as stipulated in Article 13 of the Company Act.
- Article 6: Subject to the approval of the Board of Directors, the Company may make endorsements and guarantees for other parties in accordance with the Procedures for Endorsements and Guarantees for operation or business needs.

Chapter 2 Shares

- Article 7: The total capital of the Company is NT\$800 million, divided into 80 million ordinary shares with a par value of NT\$10 per share. The Board of Directors is authorized to issue such shares by installments.
- The 5 million shares of the total capital in the preceding paragraph shall be reserved for the issuance of employee stock options. The Board of Directors is authorized to issue such stock warrants in installments.
- If the Company intends to revoke public issuance of its shares, it must apply to the competent authority after obtaining the approval of the Board of Directors and the special resolution by shareholders' meeting. This article shall not be changed during the emerging stock and listed (TWSE/TPEX) period.

Article 8: If the Company issues the employee stock options at the price stipulated in Article 53 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers, it shall subject to the approval of more than two-thirds of the present shareholders with voting rights at a shareholders' meeting attended by the shareholders representing a majority of the Company's outstanding shares.

When the Company transfers to employees at a price lower than the average price of the repurchase, it shall be subject to the approval of more than two-thirds of the present shareholders with voting rights at a shareholders' meeting attended by the shareholders representing a majority of the Company's outstanding shares.

The Company is allowed to issue employee stock options, issue restricted stock for employees, transfer treasury stock to employees according to the Company Act, and issue preemptive rights for employees. Employees entitled to receive the shares may include employees of parents or subsidiaries of the company meeting certain specific requirements, the condition and distribution of which shall be set by the resolutions of the Board of Directors.

Article 9: The share certificates of the Company shall all be in registered form and shall be issued only after they have been signed and sealed by at least 3 directors, serially numbered, indicating the items regulated in Article 162 of the Company Act and duly certified by the issuing and certifying agency approved by the competent authority.

The Company can be exempted from printing any share certificate after becoming public, provided that the share certificates to be issued shall be recorded under the custody of a centralized securities depository enterprise.

Article 10: Changes to the register of shareholders cannot be made within 60 days prior to general shareholders' meetings, 30 days prior to special shareholders' meetings, or 5 days before the ex-dates of dividends, bonuses, or other benefits.

Article 11: The shareholder services shall be handled in accordance with the Company Act and the Regulations Governing the Administration of Shareholder Services of Public Companies except those regulated by laws and regulations and the competent security authority.

Chapter 3 Shareholder meetings

Article 12: The Company holds two types of shareholders' meetings - regular shareholders' meeting and special shareholders' meeting. The former shall be convened within six months of the close of each fiscal year by the Board, and the latter shall be convened in accordance with the law at such time as necessary.

Shareholders are allowed to attend shareholders' meeting by way of video conference or other ways promulgated by the central competent authority.

The shareholders who exercise their voting rights through video conference shall be deemed to have attended the shareholders' meeting in person.

Attendance at shareholders' meeting through video conference shall be implemented in accordance with the conditions, procedures, and other

matters stipulated in laws and regulations unless otherwise regulated by the competent security authority.

Article 12-1: For regular shareholders' meeting and special shareholders' meeting, the notice of meeting shall be served to each shareholder at least 30 days and 15 days prior to the meeting, respectively. Subject to the agreement of shareholders, the notice in the preceding paragraph can be served by way of electronic transmission.

Article 13: Shareholders unable to attend the meetings may appoint a proxy to attend a shareholders' meeting in his place, the shareholder shall issue a power of attorney in the form printed by the Company set forth in the scope of vested powers.

In addition to the preceding paragraph, the rules for shareholders' attendance by proxy shall be handled in accordance with the "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies" promulgated by the competent authority.

Article 14: Except in the circumstances of restricted shares or shares without voting power set forth in laws and regulations, each share of stock shall be entitled to one vote for each shareholder of the Company.

Article 15: Unless otherwise stipulated in the Company Act and relevant laws and regulations, resolutions of a shareholders' meeting shall be adopted at a meeting attended by shareholders representing a majority of the total number of issued shares, with the approval of more than half of these shareholders' voting rights.

Article 16: During the listed (TWSE/TPEX) period, the Company must give shareholders the option to exercise voting rights in writing or using the electronic method during shareholder meetings. Instructions for exercising voting rights in writing or through electronic means must be stated clearly on the meeting notice.

Article 17: Resolutions adopted at a shareholders' meeting shall be recorded in the minutes of the meeting, which shall be affixed with the signature or seal of the chairman of the meeting and shall be distributed to all shareholders of the Company within 20 days after the close of the meeting. The minutes shall be kept persistently throughout the life of the Company. The distribution of the minutes as required in the preceding paragraph may be made by means of a public notice.

Chapter 4 Directors and the Audit Committee

Article 18: The Company shall have 7 to 9 directors. The term of office of a director is 3 years. Directors shall be elected from persons having legal capacity at a shareholders' meeting, are eligible for re-election, and are not required to have been shareholders.

During the listed (TWSE/TPEX) period, the election of directors shall adopt the candidate nomination measure and directors shall be elected from the list of candidates for directors by shareholders. Directors are eligible for re-election.

The Company appoints independent directors. The number of independent directors shall be no less than 2, and shall be no less than one-fifth of the total number of directors. The election of independent directors shall adopt the candidate nomination measure and independent directors shall be elected from the list of candidates for directors by shareholders' meeting. Independent and non-independent directors shall be elected at the same time but in separately calculated numbers. Matters regarding professional qualification, restrictions on shareholdings, concurrent positions held, method of nomination, and other matters for compliance with respect to independent directors shall be subject to the relevant laws and regulations.

The Company adopts a cumulative voting system for the election of directors. The number of votes exercisable in respect of one share shall be the same as the number of directors to be elected, and the total number of votes per share may be consolidated for the election of one candidate or may be split for the election of two or more candidates. A candidate to whom the ballots cast represent a prevailing number of votes shall be deemed a director elected.

Article 18-1: The Company has established the Audit Committee in accordance with the Securities and Exchange Act. The Audit Committee is composed of all independent directors and exercises its powers in accordance with the Company Act, Securities and Exchange Act, and other laws and regulations.

Matters regarding composition, execution of power, and other matters for compliance with respect to the Audit Committee shall be subject to the relevant laws and regulations. The Article of Association of the Committee shall be established by the Board of Directors separately.

The Company may establish the Remuneration Committee or other functional committees depending on the requirement by law or business.

Article 19: The Board of Directors shall be organized by the directors. The chairman shall be elected by a majority vote of the directors present at a meeting attended by at least two-thirds of all directors. The chairman represents the Company externally.

Article 20: Deleted.

Article 21: If the Chairman is on leave or unable to exercise the rights and responsibilities for any reason, an agent shall be assigned in accordance with the provisions of Article 208 of the Company Act.

Directors shall attend the Board meetings in person. A director who is unable to exercise the rights and responsibilities shall appoint another director to attend by issuing a power of attorney stating the scope of authorization with respect to the reasons for convening the meeting. A director may accept the appointment to act as the proxy of one other director only.

The proxy of an independent director for attendance shall be another independent director. A regular director is prohibited from attending on behalf of an independent director.

The notice for the Board of Directors shall specify the reasons for the meeting and shall be served to each director at least seven 7 days prior to the meeting. However, a Board of Directors may be held at any time in case of an

emergency.

The notice in the preceding paragraph may be served in writing, electronic mail (E-mail), fax, etc.

The directors are allowed to attend meetings through video conference and shall be deemed to have attended the Board of Directors in person.

Article 21-1: A Board of Directors shall be convened by the chairman unless otherwise stipulated by the Company Act.

Unless otherwise stipulated in the Company Act, a board resolution is passed only if more than half of the total board members are present in the board meeting, with the approval of more than half of the attending directors.

Article 22: The Company shall obtain liability insurance to cover indemnification obligations of directors arising from performing their duties during the tenure of their offices.

Remuneration and travel allowance may be paid to all directors regardless of profit or loss of the Company for their performance of duties. The remuneration of the directors shall be determined by the Board, considering degrees of participation and value of contribution of said directors in the business operation of the Company, as well as based on levels of remuneration generally adopted by the same industry. If there is a profit for the Company, remuneration shall be distributed in accordance with Article 25.

Chapter 5 Managerial officers

Article 23: The Company may appoint managerial officers. The appointment, dismissal, and remuneration shall be subject to the provisions of Article 29 of the Company Act.

Chapter 6 Accounting

Article 24: After the closing of the Company each fiscal year, statements and documents shall be prepared by the Board and submitted to the regular shareholders' meeting for acceptance.

(I) Business report

(II) Financial statements

(III) Surplus earning distribution or loss off-setting proposals

Article 25: If the Company records earnings, which refer to the annual pre-tax net profit before the deduction of remuneration, in a year, the Company shall allocate no less than 2% and no more than 2% of earnings to employees and directors as employees' remuneration and director's remuneration, respectively. If there are accumulated losses, the earnings should be used for offsetting losses, and remunerations to employees and directors should be appropriated from the remaining.

Employees' remuneration is in the form of shares or cash. The receiving party includes the employees of parents or subsidiaries of the Company meeting certain specific requirements, which shall be prescribed by the Board of Directors. The distribution of employees' and directors' remuneration is

subject to a resolution of the board meeting attended by more than two-thirds of the directors, and the resolution shall be approved by more than half of the directors present and reported to the shareholders' meeting.

Article 26: If the Company makes a profit in a fiscal year, the profit shall be first utilized for

- (I) Paying taxes;
- (II) Offsetting losses of previous years;
- (III) Setting aside 10% as legal reserve unless such legal reserve amounts to the total paid-in capital;
- (IV) Appropriating or reversing special reserve in accordance with laws and regulations;
- (V) Profits of the fiscal year after the deduction of the amount of (I) to (IV), plus the accumulated undistributed earnings of previous years as the "distributable earnings", and the Board shall present surplus earning distribution proposals of distributable earnings as share dividends at a shareholders' meeting for resolution.

If the distribution of stock dividends and bonus or legal reserve and capital surplus is paid or partially paid by cash, it is subject to the resolution made by a majority of the directors present at a meeting attended by more than two-thirds of the whole directors and the same should be reported to the shareholders' meeting.

The Company is growing and will expand depending on the business development in the future. Factors such as the Company's profit status, capital and financial structure, future operating needs, retained earnings and legal reserve, and market competition should be considered when it comes to the distribution of earnings. To improve the Company's financial structure and protect the rights and interests of investors, the Company adopts a dividend balance policy, according to which no less than 10% of the distributable earnings should be appropriated as shareholder dividends and bonuses, and no less than 10% of dividends distributed for the current year should be paid by cash.

Chapter 7 Supplemental provisions

Article 27: Matters not addressed by these Articles shall be governed by the Company Act and other applicable laws.

Article 28: These Articles of Incorporation were adopted on December 26, 2013.

The 1st amendment on July 14, 2014

The 2nd amendment on March 10, 2015

The 3rd amendment on June 12, 2015

The 4th amendment on June 28, 2016

The 5th amendment on June 21, 2017

The 6th amendment on June 20, 2018

The 7th amendment on June 19, 2019

The 8th amendment on June 16, 2020

The 9th amendment on July 30, 2021

The 10th amendment on June 16, 2022

B'IN LIVE CO., Ltd.

Shareholdings of All Directors

- I. The Company's paid-in capital is NT\$445,204,440, and the number of issued shares is 44,520,444 shares.
- II. According to the provisions of Article 26 of the Securities and Exchange Act and the “Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies”, the minimum number of shares required to be held by all directors is 3,600,000 shares.
- III. Up to the book closure date of April 20, 2024 of the present general shareholders' meeting, the actual number of shares held by all directors of the Company is 6,182,697 shares and has reached the statutory percentage. The shareholding status of individual directors is as follows:

Title	Name	Date elected	Number of shares held during election		Shareholders' roster as of the book closure date recorded number of shares held	
			Number of shares held (shares)	Shareholding percentage	Number of shares held (shares)	Shareholding percentage
Chairman	Yu-Yang Chou	2023/6/14	53,196	0.12%	53,196	0.12%
Director	Xiang Zhi Limited Representative: Chieh-Ying Wu	2023/6/14	5,431,287	12.25%	5,431,287	12.20%
Director	Sheng-Hua Wen	2023/6/14	367,985	0.83%	404,985	0.91%
Director	Ming-Wen Tan	2023/6/14	167,015	0.38%	177,015	0.40%
Director	Jui-Chuan Chang	2023/6/14	96,214	0.22%	116,214	0.26%
Independent Director	Fan-Chuan Shih	2023/6/14	0	0%	0	0%
Independent Director	Yung-Lung Chen	2023/6/14	0	0%	0	0%
Independent Director	Yu-Hsun Liu	2023/6/14	0	0%	0	0%
Independent Director	Wei-Chun Lu	2023/6/14	0	0%	0	0%
Total number of shares held by all directors					6,182,697	13.89%

Note: The Company has established the Audit Committee; accordingly, the requirement on the minimum shares to be held by supervisors is not applicable.

B'IN LIVE CO., Ltd.

Impact of the proposed stock dividend by this shareholders'
meeting for the current year on the Company's business
performance and earnings per share

Items		Year	2024
Beginning paid-in capital (dollars)			NT\$ 445,204,440
Stock dividend and cash dividend issued this year (Note 1)	Cash dividends per share (dollars)		NT\$ 3.5
	Stock dividends per share form capital increase from retained earnings (stocks)		0.1
	Stock dividends per share form capital increase from capital surplus (stocks)		-
Change in business performance	Operating income		Not applicable (Note 2)
	Year on year increase(decrease) ratio of operating income (percent)		
	Profits after tax		
	Year on year increase(decrease) ratio of profits after tax (percent)		
	Earnings per share		
	Year on year increase(decrease) ratio of earnings per share (percent)		
	Average annual ratio of return on investment (percent)		
Pro forma earnings per share and P/E ratio	If the Company changed the capital increase form retained earnings to cash dividends distribution	Pro forma earnings per share (dollars)	Not applicable (Note 2)
		Pro forma average annual ratio of return on investment (percent)	
	If there is no capital increase from capital surplus	Pro forma earnings per share (dollars)	
		Pro forma average annual ratio of return on investment (percent)	
	If there is no capital increase from capital surplus and retained earnings, the Company distributes cash dividends	Pro forma earnings per share (dollars)	
		Pro forma average annual ratio of return on investment (percent)	

Note 1 : Not yet resolved by 2024 Annual General Shareholders' Meeting.

Note 2 : According to the Regulations Governing the Publication of Financial Forecasts of Public Companies, the Company does not disclose complete financial forecast and therefore does not need to disclose the 2024 forecast information.