



B'IN LIVE CO., LTD.

2023 Annual General Shareholders' Meeting Notice **(Summary Translation)**

The 2023 Annual General Shareholders Meeting (the "Meeting") of B'IN LIVE CO., LTD. (the "Company") will be convened at 09:00 a.m. Wednesday, June 14, 2023 at Sigma Hall, GIS Taipei Tech Convention Center (Address : 3F, No. 1, Sec. 3, Zhongxiao E. Rd., Da'an Dist., Taipei City).

- I. The agenda for the Meeting are as follows:
 1. Report Items:
 - (1) 2022 Business Report.
 - (2) Audit Committee's Review Report on the 2022 Financial Statements.
 2. Ratifications Items:
 - (1) Proposal for 2022 business report and financial statements.
 - (2) Proposal for 2022 deficit compensation.
 3. Matters for Discussion:
 - (1) Proposal for issuance of new restricted employee shares.
 4. Election Matters: Election of 5th term of directors.
 5. Other Matters:
 - (1) Proposal for removal of non-compete restrictions for new directors and their representatives Questions and Motions
 6. Extempore Motion
- II. Election for 9 director (5 director 4 independent directors) will be held in this Annual Shareholders' Meeting by adopting the nomination of candidates. List of candidates by nomination: Director Yu-Yang Chou, Sheng-Hua Wen, Ming-Wen Tan, Jui-Chuan Chang and Xiang Zhi Limited Representative: Chieh-Ying Wu; Independent directors Fan-Chuan Shih, Yung-Lung Chen, Yu-Hsun Liu and Wei-Chun Lu. For relevant information regarding their academic and professional experiences please access the Market Observation Post System (MOPS) (<https://mops.twse.com.tw>) and click on "Relevant Announcement of Candidate Nomination System for Election of Directors and Supervisors (Listed and OTC companies, and Emerging Companies) " under "Announcement Type".

III. Description of issuance of new restricted employee shares

1. Total amount of issuance:

The total amount of present issuance of new restricted employee shares is NT\$1,800,000, at a par value of NT\$10 per shares, and a total of 180,000 shares is to be issued.

2. Issuance conditions:

(1) Issue price: The present issuance is without consideration, and the issue price is NT\$0 per share.

(2) Vesting conditions: After an employee is allotted with the new restricted employee shares, when he or she has satisfied relevant criteria specified in the Regulations for Issuance of New Restricted Employee Shares, he or she is entitled to receive the vesting shares in batches according to the vesting period.

(3) Type of shares issued: New common shares of the Company.

(4) Handling method for employees failing to satisfying the vesting conditions: When an employee fails to qualify the vesting conditions, the Company has the right to redeem and nullify the shares of such employee without any compensation.

3. Qualifications of employees and the numbers of shares for allotment:

(1) Qualification of employees: Official employees at their job positions on the grant date of the new restricted employee shares and employees satisfying certain performance criteria.

(2) Number of shares for allotment:

i. For actual employees being allotted with the new restricted employee shares and the number of shares allotted, the employees' year of service, job rank, work performance, overall contribution, special achievement and other factors will be considered, and the operational needs and business development strategies of the Company will also be considered, followed by submitting to the Chairman for approval and reporting to the board of directors for approval. However, for an employee equipped with the identity of a managerial officer or a director equipped with the identity of an employee, it is necessary to obtain the approval of the Remuneration Committee. For an employee not equipped with the identity of a managerial officer, it is necessary to report to the Audit Committee for approval.

ii. The cumulative limit amount of new restricted employee shares that can be received by one single employee shall be handled in accordance with relevant provisions of the "Regulations Governing the Offering and Issuance of Securities by Securities Issuers".

4. Reason for the necessity of present issuance of new restricted employee shares:

The purpose is to attract and retain management and professional talents demanded by the Company, and to encourage employees for long-term service, as well as to improve the cohesion and productivity of employees for the Company, in order to jointly achieve the benefits for both the Company and shareholders.

5. Expensable amount, dilution of the Company's earnings per share and other impacts on shareholders' equity:

(1) Expensable amount:

Based on the estimation with the closing price of NT\$72.9 of the common shares of the Company on April 26, 2023, if the vesting conditions are satisfied completely and no recovery and cancellation of shares occur, it is estimated that the possible expensable amount is approximately NT\$13,122 thousand. If the issuance at the end of September 2023 is considered for the calculation, the estimated expensable amounts for 2023~2026 are NT\$1,312 thousand, NT\$4,921 thousand, NT\$3,937 thousand and NT\$2,952thousand respectively.

(2) Dilution of the Company's earnings per share and other impacts on shareholders' equity:

It is estimated that for 2023~2026, after the expensing, the maximum possible reduced amounts of earnings per share are NT\$0.03, NT\$0.11, NT\$0.09 and NT\$0.07 respectively. The dilution of the company's earnings per share in the future is still limited, so there is no significant impact on shareholders' equity.

- IV. If the shareholders' meeting is convened due to the reasons as stipulated in Article 172 of the Company Act, please access the Market Observation Post System (MOPS) (<https://mops.twse.com.tw>) for the main content and click on "Related Information for Annual Report and Shareholders' Meeting (Including Depositary Receipt Information)" at the "eBook" under "Basic Information", enter the company code (or abbreviation) and year, and click on "Meeting Handbook and Additional Meeting Information" or "Reference Information of the Various Motions " for inquiry.
- V. Please find enclosed the 2023 Annual General Shareholders Meeting Notice and the proxy application form. Should you wish to attend the meeting in person, please sign or stamp your personal chop on the Notice (no need to mail back) and bring it to the meeting venue for check in on the day of the meeting, starting at 8:30 a.m. Should you wish to appoint a proxy to attend the meeting on your behalf, please sign or stamp your personal chop on the proxy application form (Duplicate Five), fill in the name and address of your proxy, have your proxy sign or stamp his or her personal chop on the form and return the form, at least five (5) days prior to the meeting, to the Company's designated agent (i.e., Stock Register of KGI Securities Co. Ltd., 5F, No. 2, Section 1, Chong Qing South Road, Taipei City) for processing the delivery of attendance cards. Any shareholder or proxy who has not received an attendance card may bring his or her identification card to apply for a replacement at the meeting venue on June 14, 2023.
- VI. Shareholders, solicitors and authorized agents should bring their identity documents for verification when attending the shareholders' meeting.

- VII. Pursuant to Article 26-2 of Securities and Exchange Act, the notice of the shareholders' meeting to be given by an issuer to shareholders who own less than 1,000 shares of nominal stocks may be given in the form of a public announcement; for a regular shareholders' meeting, such public announcements shall be served with thirty (30) days prior notice. Therefore, no further mail notice would be sent.
- VIII. Shareholders may exercise their voting rights through the STOCKVOTE platform of Taiwan Depository & Clearing Corporation (<http://www.stockvote.com.tw>) during the period from May 13, 2023 to June 11, 2023.
- IX. Stock Register of KGI Securities Co. Ltd. will be responsible for collection and verification of public solicitation of proxy for the Annual General shareholders Meeting.
- X. In the event of public solicitation of proxy for the Annual General Shareholders Meeting, the Company shall upload related information to the website of the Securities and Futures Institute (<http://free.sfi.org.tw>) by May 12, 2023. Please check the said website for further information on this matter.
- XI. No souvenirs will be provided at the Annual General Meeting.

Sincerely,

Board of Directors
B'IN LIVE CO., LTD.

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.