

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