

B'IN LIVE CO., LTD.

2026 Annual General Shareholders' Meeting Meeting Handbook (Translation)

Convention Method : Physical Convention of Shareholders' Meeting

Meeting Date : June 16, 2026

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 2026 Annual General Shareholders' Meeting

- 1. Call the Meeting to Order**
- 2. Chairman Remarks**
- 3. Reported Items**
- 4. Ratification Items**
- 5. Discussion Items**
- 6. Election Items**
- 7. Other Items**
- 8. Extempore Motion**
- 9. Adjournment**

B'IN LIVE CO., LTD.

Agenda of 2026 Annual General Shareholders' Meeting

Meeting Time : June 16, 2026 (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 Items
 - (1) The 2025 Business Report.
 - (2) Audit Committee's Review Report on the 2025 Financial Statements.
 - (3) Report on 2025 Distribution of Remuneration of Employees and Directors.
 - (4) Report on 2025 Earnings Distribution of Cash Dividends.
 - (5) Report on 2025 Remuneration to Directors.
4. Ratification Items
 - (1) The 2025 Business Report and Financial Statements.
 - (2) The 2025 Earnings Distribution.
5. Discussion Items
 - (1) Amendment to the "Rules of Procedure for Shareholders' Meeting".
6. Election Items
 - (1) Election of the 6th Board of Directors.
7. Other Items
 - (1) Exemption of the Non-Competition Limitation on the Newly Elected Directors and their Representatives of the Company.
8. Extempore Motion
9. Adjournment

Reported Items

< Item 1>

(Proposed by the Board of Directors)

Subject : The 2025 Business Report.

Description : Please refer to Attachment 1 (pages 10~11) for the 2025 Business Report.

< Item 2>

(Proposed by the Board of Directors)

Subject : Audit Committee's Review Report on the 2025 Financial Statements.

Description : Please refer to Attachment 2 (pages 12) for the 2024 Audit Committee's Review Report.

< Item 3>

(Proposed by the Board of Directors)

Subject : Report on 2025 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. At least 60% of the aforementioned employee remuneration amount shall be allocated as remuneration distributed to grassroots employees.

2. The Company 2025 has resolved to distribute NT\$17,689,956 as employees' remuneration (of which 70% NT\$12,382,969 is proposed to be distributed to grassroots employees) and NT\$6,065,128 director's remuneration; both shall be paid in cash.

< Item 4>

(Proposed by the Board of Directors)

Subject : Report on 2025 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\$289,862,440 was distributed to ordinary shares shareholders at NT\$5 per share.

3. The ex-dividend record date for the cash dividend distribution of earnings is April 22, 2026, and the cash dividend payment date is May 21, 2026.

< Item 5>

(Proposed by the Board of Directors)

Subject : Report on 2025 Remuneration to Directors.

Description : The Company reports the 2025 remuneration received by Directors, including the remuneration policy, details, amounts, and the correlation with individual Directors' performance outcomes, at the Annual Shareholder' Meeting in accordance with Article 10-1 of the "Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies". Please refer to Annex 3 (pages 13) for the relevant content.

Ratification Items

< Item 1>

(Proposed by the Board of Directors)

Subject : The 2025 Business Report and Financial Statements.

Description : 1. The Company's 2025 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 Yi Ling Chen and CPA Ya-Ling Weng 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 10~11) of this Hand book for the 2025 Business Report. Please refer to Attachment 4 (pages 14~33) for the Independent Auditor's Report and Financial Statements.

Resolution :

< Item 2>

(Proposed by the Board of Directors)

Subject : The 2025 Earnings Distribution.

Description : Please refer to Attachment 5 (page 34) for the Distribution of 2025 Earnings, which was approved by the Board of Directors and reviewed by the Audit Committee.

Resolution :

Discussion Items

< Item 1>

(Proposed by the Board of Directors)

Subject : Amendment to the “Rules of Procedure for Shareholders' Meeting”.

Description : 1. In response to regulatory amendments and practical operational needs, it is proposed to revise certain provisions of the Company's “Rules of Procedure for Shareholders' Meetings.”

2. The comparative table for Rules of Procedure for Shareholders' Meeting is attached hereto as Attachment 6 (page 35-36).

Resolution :

Election Items

< Item 1>

(Proposed by the Board of Directors)

Subject : Election of the 6th Board of Directors.

Description : 1.The term of the Company's 5th Board of Directors will expire on June 13, 2026. It is proposed that nine directors (including four independent directors) be fully re-elected at the 2026 Annual General Shareholders' Meeting. The current 5th Board of Directors shall continue to perform their duties until the completion of the re-election of the 6th Board of Directors at the 2026 Annual General Shareholders' Meeting, upon which they shall be discharged from office.

2.The newly elected directors shall assume office from the date of their election, with a term from June 16, 2026 to June 15, 2029.

3.For the list of candidates for directors and independent directors of the Company, please refer to Appendix 7 (page 37–39).

4.The election is hereby submitted.

Voting Result :

Other Itemss

< Item 1>

(Proposed by the Board of Directors)

Subject : Exemption of the Non-Competition Limitation on the Company's Newly Elected Directors and their Representatives of the Company.

Description : 1. Pursuant to Article 209 of the Company Act, "a director who engages in any act, for himself or on behalf of another, that falls within the scope of the Company's business shall explain to the Shareholders' Meeting the material details of such act and obtain its approval."

2. To leverage the expertise and relevant experience of the Company's directors, and provided that there is no detriment to the Company's interests, it is proposed that the Annual General Shareholders' Meeting approve, effective from the date of assumption of office, the lifting of non-compete restrictions for the newly appointed directors (including Corporate and their representatives). For a summary table of concurrent positions held by director candidates (including Corporate and their representatives), please refer to Appendix 8 (page 40).

Resolution :

Extempore Motion

Adjournment

B'IN LIVE CO., LTD.

2025 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

In 2025, the Company participated in over a thousand performance events, earning strong praise and trust from clients and performing artists, while also creating many classics in the Mandarin music industry, including MAYDAY #5525 LIVE TOUR, SUN YANZI “AUT NIHILO TOUR”, F◆ FOREVER TOUR, ZHO USHEN “SHENSHEN'S” CONCERT TOUR, RONGHAO LI “THE DARK HORSE” WORLD TOUR, CHRIS LEE “THE QUEEN AND THE DREAMS” TOUR, ROY WANG “UNDER UNIVERSE” TOUR, 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 K-pop group BLACKPINK, j-hope, NCT DREAM and ZEROBASEONE; American artists such as Maroon 5, Kylie Minogue, OneRepublic, Doja Cat; and Japanese group YOASOBI. Event organizing responsibilities include participating in the planning and hosting of productions such as DISNEY JR. LIVE ON TOUR “LET’S PLAY! ”, avantgardey Asia Tour 2025 in Taipei and Atarayo 「夢語り Yume-gatari」TOUR 2025 in Taipei. As well as various other events, including galas, award ceremonies, festivals, sports events, and television studio recording programs. Examples include professional such as “Take Me Away” 2026 Taitung New Year’s Eve Gala, 2025 WORLD MASTERS GAMES TAIPEI CITY NEW TAIPEI CITY, the Golden Indie Music Awards, Basketball Leagues, and the 60th Golden Bell Awards. In terms of venue operations, the Company was entrusted with the operation of the Taoyuan Sunshine Theater for 2025 and secured a contract to provide professional stage technical services for the Taipei Music Center. Additionally, the Company established the “B'IN LIVE SPACE KEELUNG” venue in Shawan, Keelung, to host concerts and various performance events, further expanding into diverse business areas and driving operational growth

In 2025, the company submitted its designed productions to major international

design competitions worldwide, winning a total of 35 awards throughout the year. Among them, MAYDAY #5525 LIVE TOUR received the TITAN Innovation Awards (Winner in Event Campaign) and the French Design Awards (Entertainment Design of the Year). JJ Lin's "JJ20" World Tour was honored with the A' Design Award (Platinum Award in Performing Arts, Stage, Style and Scenery Design) and the Rome Design Awards (Entertainment Lighting Design of the Year). Additionally, deca joins "Heaven & Dirt" concert won the Opus Event Lighting Award (Winner in Lighting Design).

III. Business Plan Implementation Outcomes

The Company's 2025 consolidated operating revenue was NTD 4,372,964 thousand, an increase of NTD 1,226,814 thousand, compared to the previous year of NTD 3,146,147 thousand. The operating gains was NTD 564,971 thousand, an increase of NTD 251,558 thousand, compared to the previous year of NTD 313,413 thousand. Gains that were attributable to the Company's owners were NTD 511,021 thousand, an increase of NTD 226,605 thousand, compared to the previous year of NTD 284,416 thousand.

IV. Profitability Analysis

Item			2025	2024
Financial revenue/ expenditure	Interest revenue (NT\$ thousand)		5,835	2,637
	Interest expenditure (NT\$ thousand)		5,324	1,914
Profitability	Return on assets (%)		18.51	15.76
	Return on equity (%)		35.36	30.58
	To paid-in capital	Operating profit (%)	97.46	64.00
		Income before tax (%)	110.32	72.05
	Net profit margin (%)		11.71	9.06
	Basic earnings per share (NT\$)		9.13	5.84

V. Future Operation Outlook

In 2026, the Company will significantly upgrade to state-of-the-art performance and production equipment, enhancing its engineering capabilities and production capacity. It will continue to focus on the planning and production of concerts and various commercial performances, while further strengthening its execution capabilities in the Mainland China performance market. Leveraging its integrated one-stop service advantage and internationally aligned equipment standards, the Company will also support renowned domestic and international artists performing in Taiwan. Looking ahead, the Company will continue to proactively expand its business scope, particularly in developing event organizing operations. It will also actively explore opportunities to operate venues of various scales, enabling comprehensive integration of venue utilization with its event organizing business. Through these efforts, the Company aims to maximize revenue, while building a stable and diversified operational performance.

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 2025 business report, the 2025 financial statements and the 2025 earnings distribution statement have been audited by CPA Yi-Ling Chen and CPA Ya-Ling Weng 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
2026 Annual General Shareholders' Meeting

B'IN LIVE CO., LTD.
Audit Committee convener : Fan-Chuan Shih
March 11, 2026

B'IN LIVE CO., LTD.
2025 Directors' Remuneration Table

Unit: NTD thousands; %

Position			Name		Directors' compensation								Sum of A, B, C, and D and as a percentage of net income after tax		Compensation received as an employee								Sum of A, B, C, D, E, F, and G as a percentage of net income		Compensation from the parent company or business investments other than subsidiaries
					Compensations (A)		Severance payment and pension (B)		Remunerations for Director (C)		Services rendered Fee (D)				Salaries, bonuses, special allowances etc. (E)		Severance payment and pension (F)		Employee remuneration (G)						
					The Company	All Consolidated Entities	The Company	All Consolidated Entities	The Company	All Consolidated Entities	The Company	All Consolidated Entities	The Company	All Consolidated Entities	The Company	All Consolidated Entities	The Company	All Consolidated Entities	The Company		All Consolidated Entities		The Company	All Consolidated Entities	
																			Amount paid in cash	Amount paid in shares	Amount paid in cash	Amount paid in shares			
Directors	Chairman	Yu-Yang Chou	0	0	0	0	1,300	1,300	6	6	1,306 (0.26%)	1,306 (0.26%)	6,473	24,163	0	0	0	0	0	0	7,779 (1.52%)	25,469 (4.98%)	0		
	Directors	Xiang Zhi Limited Representative: Chieh-Ying Wu	0	0	0	0	866	866	12	12	878 (0.17%)	878 (0.17%)	0	0	0	0	0	0	0	0	878 (0.17%)	878 (0.17%)	0		
	Directors	Shen-Hua Wen	0	0	0	0	1,300	1,300	10	10	1,310 (0.26%)	1,310 (0.26%)	4,970	10,025	108	108	0	0	0	0	6,388 (1.25%)	11,443 (2.24%)	0		
	Directors	Ming-Wen Tan	0	0	0	0	1,300	1,300	10	10	1,310 (0.26%)	1,310 (0.26%)	3,994	12,550	108	108	0	0	0	0	5,412 (1.06%)	13,968 (2.73%)	0		
	Directors	Jui-Chuan Chang	0	0	0	0	1,300	1,300	12	12	1,312 (0.26%)	1,312 (0.26%)	3,610	11,668	108	108	0	0	0	0	5,030 (0.98%)	13,088 (2.56%)	0		
Independent director	Independent director	Fan-Chuan Shih	455	455	0	0	0	0	12	12	467 (0.09%)	467 (0.09%)	0	0	0	0	0	0	0	0	467 (0.09%)	467 (0.09%)	0		
	Independent director	Yung-Lung Chen	455	455	0	0	0	0	10	10	465 (0.09%)	465 (0.09%)	0	0	0	0	0	0	0	0	465 (0.09%)	465 (0.09%)	0		
	Independent director	Yu-Hsun Liu	455	455	0	0	0	0	10	10	465 (0.09%)	465 (0.09%)	0	0	0	0	0	0	0	0	465 (0.09%)	465 (0.09%)	0		
	Independent director	Wei-Chun Lu	455	455	0	0	0	0	10	10	465 (0.09%)	465 (0.09%)	0	0	0	0	0	0	0	0	465 (0.09%)	465 (0.09%)	0		

Details:

- Policy, system, standard, and structure by which independent director compensation is paid, and the association between the amount paid and independent directors' responsibilities, the risks borne, and time committed, etc. The remuneration structure for the Company's directors and members of functional committees is determined with reference to industry standards and is reviewed periodically. The Company regularly evaluates the remuneration policies, systems, structures, and standards applicable to directors and functional committee members. The standards for director remuneration are specified in accordance with Article 3 of the Company's "Guidelines for Compensation of Directors, Independent Directors, and Managerial Officers."
 - Compensations: Independent directors receive a fixed remuneration, while regular directors do not receive fixed compensation.
 - Remunerations for Director: According to Article 25 of the Company's Articles of Incorporation, director compensation is allocated from the Company's profits. The proposed amount is first reviewed and approved by the Compensation Committee, then submitted to the Board of Directors for approval and reported at the shareholders' meeting. Independent directors do not participate in the distribution of director compensation. The allocation for each director is based on performance evaluations, which consider factors such as involvement in company operations (including responsibilities, risks taken, and time committed), achievement of financial performance targets, and board meeting attendance. The final distribution is reviewed by the Compensation Committee and approved by the Board of Directors.
 - Services rendered Fee : The Company provide transportation allowances.
 - Compensation received by directors for providing service (e.g. consultancy service without the title of an employee for Parent Company, all companies included in the financial statements, and investees) in the most recent year except those disclosed in the above table: None.
- * The compensation information showed in this table is different from the notion of the Income Tax Act, and this table is only used for information disclosure, not for taxation.

INDEPENDENT AUDITORS' REPORT

The Board of Directors and Shareholders
B'in Live Co., Ltd.

Opinion

We have audited the accompanying consolidated financial statements of B'in Live Co., Ltd. and its subsidiaries (collectively referred to as the "Group"), which comprise the consolidated balance sheets as of December 31, 2025 and 2024, and the consolidated statements of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the consolidated financial statements, including material accounting policy information (collectively referred to as the "consolidated financial statements").

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as of December 31, 2025 and 2024, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers, and International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Financial Statement Audit and Attestation Engagements of Certified Public Accountants and the Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with The Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended December 31, 2025. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

The key audit matter identified in the Group's consolidated financial statements for the year ended December 31, 2025 is stated as follows:

Revenue Recognition of Main Operating Revenue

Operating revenue is the main indicator for the investors and the management of the Group to evaluate its financial or business performance. The operating revenue is mainly resulted from providing production design and hardware engineering for shows or activities; according to the accounting policy, the revenue is recognized as the performance obligation when it is satisfied, i.e., the show or activity is completed. If the contract contains multiple shows or activities across the balance sheet date, the revenue is recognized in accordance with completed shows or activities. We considered the appropriateness and accuracy of recognition may significantly affect the financial statements. Therefore, we identified the revenue recognition of main operating revenue as a key audit matter.

Our main audit procedures to address the above key audit matter were as follows:

1. We obtained an understanding of and tested the design and implementation of internal controls over revenue recognition of main operating revenue.
2. We sampled from the completed performances or activities the contracts, calculation, and accounting records of the revenues, assessed the appropriateness and accuracy of revenue recognition are correct and properly approved.

Other Matter

We have also audited the parent company only financial statements of B'in Live Co., Ltd. as of and for the years ended December 31, 2025 and 2024 on which we have issued an unmodified report.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers, and International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance, including the audit committee, are responsible for overseeing the Group's financial reporting process.

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Standards on Auditing of the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with the Standards on Auditing of the Republic of China, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient and appropriate audit evidence regarding the financial information of entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision, and performance of the Group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the year ended December 31, 2025 and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audits resulting in this independent auditors' report are Yi-Ling Chen and Ya-Ling Wong.

Deloitte & Touche
Taipei, Taiwan
Republic of China

March 11, 2026

Notice to Readers

The accompanying consolidated financial statements are intended only to present the consolidated financial position, financial performance and cash flows in accordance with accounting principles and practices generally accepted in the Republic of China and not those of any other jurisdictions. The standards, procedures and practices to audit such consolidated financial statements are those generally applied in the Republic of China.

For the convenience of readers, the independent auditors' report and the accompanying consolidated financial statements have been translated into English from the original Chinese version prepared and used in the Republic of China. 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 independent auditors' report and consolidated financial statements shall prevail.

B'IN LIVE CO., LTD. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS DECEMBER 31, 2025 AND 2024 (In Thousands of New Taiwan Dollars)

ASSETS	2025		2024	
	Amount	%	Amount	%
CURRENT ASSETS				
Cash and cash equivalents (Notes 4 and 6)	\$ 1,150,197	32	\$ 1,083,827	55
Financial assets at fair value through profit or loss - current (Notes 4, 7, 28 and 29)	68,777	2	23,857	1
Notes and accounts receivable (Notes 4 and 8)	550,129	15	323,102	16
Receivables from related parties (Note 29)	79,564	2	22,652	1
Other receivables from related parties (Note 29)	290	-	3,036	-
Investments accounted for using the equity method and disposal groups held for sale (Notes 4 and 12)	-	-	28,908	2
Other current assets (Notes 9 and 29)	<u>62,541</u>	<u>2</u>	<u>70,029</u>	<u>4</u>
Total current assets	<u>1,911,498</u>	<u>53</u>	<u>1,555,411</u>	<u>79</u>
NON-CURRENT ASSETS				
Financial assets at fair value through other comprehensive income - non-current (Notes 4, 10, 12 and 28)	16,948	-	11,779	1
Investments accounted for using the equity method (Notes 4 and 12)	89,433	3	13,969	1
Property, plant and equipment (Notes 4, 13 and 30)	1,377,594	38	306,481	16
Right-of-use assets (Notes 4 and 14)	61,945	2	59,501	3
Other intangible assets (Notes 4 and 15)	6,008	-	1,927	-
Deferred tax assets (Notes 4 and 22)	5,354	-	5,945	-
Prepayments for equipment	134,374	4	4,845	-
Other non-current assets	<u>8,222</u>	<u>-</u>	<u>6,910</u>	<u>-</u>
Total non-current assets	<u>1,699,878</u>	<u>47</u>	<u>411,357</u>	<u>21</u>
TOTAL	<u>\$ 3,611,376</u>	<u>100</u>	<u>\$ 1,966,768</u>	<u>100</u>
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Financial liabilities at fair value through profit or loss - current (Notes 7 and 28)	\$ 2,933	-	\$ -	-
Contract liabilities - current (Notes 20 and 29)	21,923	1	43,309	2
Notes and accounts payable	546,438	15	426,745	22
Payables to related parties (Note 29)	100,807	3	71,489	4
Other payables (Notes 17 and 25)	450,594	12	319,117	16
Other payables to related parties (Note 29)	-	-	30	-
Current tax liabilities (Notes 4 and 22)	60,033	2	19,316	1
Lease liabilities - current (Notes 4 and 14)	26,896	1	23,543	1
Long-term liabilities-current portion (Notes 16 and 30)	22,656	1	-	-
Other current liabilities (Note 4)	<u>16,331</u>	<u>-</u>	<u>15,106</u>	<u>1</u>
Total current liabilities	<u>1,248,611</u>	<u>35</u>	<u>918,655</u>	<u>47</u>
NON-CURRENT LIABILITIES				
Long-term borrowings (Notes 16 and 30)	426,907	12	-	-
Deferred tax liabilities (Notes 4 and 22)	3,184	-	6,011	-
Lease liabilities - non-current (Notes 4 and 14)	38,437	1	39,791	2
Other non-current liabilities	<u>96</u>	<u>-</u>	<u>96</u>	<u>-</u>
Total non-current liabilities	<u>468,624</u>	<u>13</u>	<u>45,898</u>	<u>2</u>
Total liabilities	<u>1,717,235</u>	<u>48</u>	<u>964,553</u>	<u>49</u>
EQUITY ATTRIBUTABLE TO OWNERS OF THE COMPANY (Notes 4 and 18)				
Share capital	<u>579,724</u>	<u>16</u>	<u>489,724</u>	<u>25</u>
Capital surplus				
Issuance of ordinary shares	665,889	18	137,150	7
Employee restricted shares	<u>5,131</u>	<u>-</u>	<u>11,202</u>	<u>-</u>
Total capital surplus	<u>671,020</u>	<u>18</u>	<u>148,352</u>	<u>7</u>
Retained earnings				
Legal reserve	57,041	2	29,614	2
Special reserve	1,410	-	6,624	-
Unappropriated earnings	<u>583,570</u>	<u>16</u>	<u>333,834</u>	<u>17</u>
Total retained earnings	<u>642,021</u>	<u>18</u>	<u>370,072</u>	<u>19</u>
Other equity				
Exchange differences on the translation of the financial statements of foreign operations	2,439	-	(3,417)	-
Unrealized gain (loss) on financial assets at fair value through other comprehensive income	(1,923)	-	2,007	-
Unearned employee benefits	<u>(1,611)</u>	<u>-</u>	<u>(5,968)</u>	<u>-</u>
Total other equity	<u>(1,095)</u>	<u>-</u>	<u>(7,378)</u>	<u>-</u>
Total equity attributable to owners of the Company	1,891,670	52	1,000,770	51
NON-CONTROLLING INTERESTS	<u>2,471</u>	<u>-</u>	<u>1,445</u>	<u>-</u>
Total equity	<u>1,894,141</u>	<u>52</u>	<u>1,002,215</u>	<u>51</u>
TOTAL	<u>\$ 3,611,376</u>	<u>100</u>	<u>\$ 1,966,768</u>	<u>100</u>

The accompanying notes are an integral part of the consolidated financial statements.

B'IN LIVE CO., LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2025		2024	
	Amount	%	Amount	%
OPERATING REVENUE (Notes 4, 20 and 29)	\$ 4,372,964	100	\$ 3,146,147	100
OPERATING COSTS (Notes 4, 21 and 29)	<u>(3,559,178)</u>	<u>(81)</u>	<u>(2,608,568)</u>	<u>(83)</u>
GROSS PROFIT	<u>813,786</u>	<u>19</u>	<u>537,579</u>	<u>17</u>
OPERATING EXPENSES (Notes 21 and 29)				
Selling expenses	(67,485)	(2)	(68,627)	(2)
General and administrative expenses	(181,378)	(4)	(152,385)	(5)
Research and development expenses	-	-	(3,278)	-
Expected credit gain	<u>48</u>	<u>-</u>	<u>124</u>	<u>-</u>
Total operating expenses	<u>(248,815)</u>	<u>(6)</u>	<u>(224,166)</u>	<u>(7)</u>
PROFIT FROM OPERATIONS	<u>564,971</u>	<u>13</u>	<u>313,413</u>	<u>10</u>
NON-OPERATING INCOME AND EXPENSES				
Share of profit (loss) of associates and joint ventures (Notes 4 and 12)	52,130	1	(976)	-
Interest income (Note 29)	5,835	-	2,637	-
Other income (Note 4)	12,349	1	9,297	-
Gain (loss) on disposal of property, plant and equipment (Note 4)	5,493	-	(1)	-
Gain on disposal of investments (Notes 4, 26 and 29)	6,838	-	23,990	1
Gain from lease modification	1,004	-	-	-
Gain on financial assets at fair value through profit or loss, net (Note 4)	4,265	-	6,315	-
Interest expenses	(5,324)	-	(1,914)	-
Other expenses	(157)	-	(123)	-
Foreign exchange (loss) gain, net (Note 4)	(7,836)	-	5,944	-
Impairment loss on property, plant and equipment (Note 4)	<u>-</u>	<u>-</u>	<u>(5,746)</u>	<u>-</u>
Total non-operating income and expenses	<u>74,597</u>	<u>2</u>	<u>39,423</u>	<u>1</u>
PROFIT BEFORE INCOME TAX	639,568	15	352,836	11
INCOME TAX EXPENSE (Notes 4 and 22)	<u>(127,521)</u>	<u>(3)</u>	<u>(67,921)</u>	<u>(2)</u>
NET PROFIT FOR THE YEAR	<u>512,047</u>	<u>12</u>	<u>284,915</u>	<u>9</u>

(Continued)

B'IN LIVE CO., LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2025		2024	
	Amount	%	Amount	%
OTHER COMPREHENSIVE INCOME				
Items that will not be reclassified subsequently to profit or loss:				
Unrealized loss on investments in equity instruments at fair value through other comprehensive income	(4,072)	-	(692)	-
Items that may be reclassified subsequently to profit or loss:				
Exchange differences on translation of the financial statements of foreign operations	6,053	-	3,975	-
Share of the other comprehensive (loss) income of associates and joint ventures accounted for using the equity method	(197)	-	1,931	-
Other comprehensive income for the year, net of income tax	1,784	-	5,214	-
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	<u>\$ 513,831</u>	<u>12</u>	<u>\$ 290,129</u>	<u>9</u>
NET PROFIT ATTRIBUTABLE TO:				
Owners of the Company	\$ 511,021	12	\$ 284,416	9
Non-controlling interests	<u>1,026</u>	<u>-</u>	<u>499</u>	<u>-</u>
	<u>\$ 512,047</u>	<u>12</u>	<u>\$ 284,915</u>	<u>9</u>
TOTAL COMPREHENSIVE INCOME ATTRIBUTABLE TO:				
Owners of the Company	\$ 512,805	12	\$ 289,630	9
Non-controlling interests	<u>1,026</u>	<u>-</u>	<u>499</u>	<u>-</u>
	<u>\$ 513,831</u>	<u>12</u>	<u>\$ 290,129</u>	<u>9</u>
EARNINGS PER SHARE (Note 23)				
Basic	<u>\$ 9.13</u>		<u>\$ 5.84</u>	
Diluted	<u>\$ 9.09</u>		<u>\$ 5.81</u>	

The accompanying notes are an integral part of the consolidated financial statements.

(Concluded)

B'IN LIVE CO., LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024
(In Thousands of New Taiwan Dollars)

	Equity Attributable to Owners of the Company										Other Equity			
	Share Capital		Capital Surplus		Retained Earnings				Exchange Differences on the Translation of the Financial Statements of Foreign Operations	Unrealized (Loss) Gain on Financial Assets at Fair Value Through Other Comprehensive Income	Unearned Employee Benefits	Total	Non-controlling Interests	Total Equity
	Number of Shares (In Thousands)	Amount	Issuance of Ordinary Shares	Employee Restricted Shares	Legal Reserve	Special Reserve	Unappropriated Earnings	Total Retained Earnings						
BALANCE ON JANUARY 1, 2024	44,520	\$ 445,204	\$ 128,723	\$ 19,629	\$ -	\$ -	\$ 296,142	\$ 296,142	\$ (9,323)	\$ 2,699	\$ (17,375)	\$ 865,699	\$ (4,552)	\$ 861,147
Appropriation and distribution of 2023 retained earnings														
Legal reserve	-	-	-	-	29,614	-	(29,614)	-	-	-	-	-	-	-
Special reserve reversed	-	-	-	-	-	6,624	(6,624)	-	-	-	-	-	-	-
Cash dividends	-	-	-	-	-	-	(155,822)	(155,822)	-	-	-	(155,822)	-	(155,822)
Stock dividends	4,452	44,520	-	-	-	-	(44,520)	(44,520)	-	-	-	-	-	-
Changes in capital surplus from investments in associates and joint ventures accounted for by using equity method	-	-	-	-	-	-	(10,144)	(10,144)	-	-	-	(10,144)	-	(10,144)
Net profit for 2024	-	-	-	-	-	-	284,416	284,416	-	-	-	284,416	499	284,915
Other comprehensive income (loss) for 2024	-	-	-	-	-	-	-	-	5,906	(692)	-	5,214	-	5,214
Total comprehensive income (loss) for 2024	-	-	-	-	-	-	284,416	284,416	5,906	(692)	-	289,630	499	290,129
Share-based payment transaction - restricted shares for employees	-	-	-	-	-	-	-	-	-	-	11,407	11,407	-	11,407
Vested restricted shares for employees	-	-	8,427	(8,427)	-	-	-	-	-	-	-	-	-	-
Changes in non-controlling interests	-	-	-	-	-	-	-	-	-	-	-	-	5,498	5,498
BALANCE ON DECEMBER 31, 2024	48,972	489,724	137,150	11,202	29,614	6,624	333,834	370,072	(3,417)	2,007	(5,968)	1,000,770	1,445	1,002,215
Appropriation and distribution of 2024 retained earnings														
Legal reserve	-	-	-	-	27,427	-	(27,427)	-	-	-	-	-	-	-
Reversal of special reserve	-	-	-	-	-	(5,214)	5,214	-	-	-	-	-	-	-
Cash dividends	-	-	-	-	-	-	(231,890)	(231,890)	-	-	-	(231,890)	-	(231,890)
Changes in capital surplus from investments in associates and joint ventures accounted for by using equity method	-	-	-	-	-	-	(7,040)	(7,040)	-	-	-	(7,040)	-	(7,040)
Disposal of investments in equity instruments designated as at fair value through other comprehensive income	-	-	-	-	-	-	(142)	(142)	-	142	-	-	-	-
Net profit for 2025	-	-	-	-	-	-	511,021	511,021	-	-	-	511,021	1,026	512,047
Other comprehensive income (loss) for 2025	-	-	-	-	-	-	-	-	5,856	(4,072)	-	1,784	-	1,784
Total comprehensive income (loss) for 2025	-	-	-	-	-	-	511,021	511,021	5,856	(4,072)	-	512,805	1,026	513,831
Issuance of ordinary shares for cash	9,000	90,000	522,000	-	-	-	-	-	-	-	-	612,000	-	612,000
Transaction costs attributable to the issue of new ordinary shares	-	-	(1,955)	-	-	-	-	-	-	-	-	(1,955)	-	(1,955)
Share-based payment transaction - cash capital increase reserved for employee subscription	-	-	2,623	-	-	-	-	-	-	-	-	2,623	-	2,623
Share-based payment transaction - restricted shares for employees	-	-	-	-	-	-	-	-	-	-	4,357	4,357	-	4,357
Vested restricted shares for employees	-	-	6,071	(6,071)	-	-	-	-	-	-	-	-	-	-
BALANCE ON DECEMBER 31, 2025	57,972	\$ 579,724	\$ 665,889	\$ 5,131	\$ 57,041	\$ 1,410	\$ 583,570	\$ 642,021	\$ 2,439	\$ (1,923)	\$ (1,611)	\$ 1,891,670	\$ 2,471	\$ 1,894,141

The accompanying notes are an integral part of the consolidated financial statements.

B'IN LIVE CO., LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024 (In Thousands of New Taiwan Dollars)

	2025	2024
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit before income tax	\$ 639,568	\$ 352,836
Adjustments for		
Depreciation expense	164,117	143,877
Amortization expense	3,362	2,442
Expected credit loss reversed on accounts receivable	(48)	(124)
Gain on financial assets at fair value through profit or loss, net	(4,265)	(6,315)
Interest expenses	5,324	1,914
Interest income	(5,835)	(2,637)
Dividend income	(114)	(233)
Compensation cost of share-based payment	6,980	11,407
Share of (profit) loss of associates	(52,130)	976
(Gain) loss on disposal of property, plant and equipment	(5,493)	1
Gain on disposal of investments	(6,838)	(23,990)
Impairment loss on property, plant and equipment	-	5,746
Gain from lease modification	(1,004)	-
Unrealized loss on foreign currency exchange, net	1,476	194
Changes in operating assets and liabilities		
Financial assets at fair value through profit or loss	(40,103)	(6,622)
Notes and accounts receivables	(220,946)	(70,551)
Receivables from related parties	(55,205)	7,341
Other receivables from related parties	(290)	(17)
Other current assets	7,770	87,214
Financial liabilities at fair value through profit or loss	2,172	-
Contract liabilities	(21,563)	9,668
Notes and accounts payable	116,463	117,877
Payables to related parties	22,639	62,351
Other payables	129,646	49,250
Other payables to related parties	(30)	30
Other current liabilities	1,201	(122)
Cash generated from operations	686,854	742,513
Interest received	5,871	2,833
Interest paid	(5,245)	(1,914)
Income tax paid	(89,179)	(67,860)
Net cash generated from operating activities	598,301	675,572
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of financial assets at fair value through other comprehensive income	(10,000)	-
Proceeds from disposal of financial assets at fair value through other comprehensive income	759	-
Proceeds from disposal of non-current assets held for sale	27,974	-
Acquisition of investments accounted for using equity method	(32,305)	-

(Continued)

B'IN LIVE CO., LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024 (In Thousands of New Taiwan Dollars)

	<u>2025</u>	<u>2024</u>
Net cash outflow on disposal of subsidiary (Note 26)	-	(26,788)
Payments for property, plant and equipment	(1,206,681)	(129,432)
Proceeds from disposal of property, plant and equipment	7,460	-
Decrease in other receivables from related parties	3,000	12,000
Payments for intangible assets	(7,462)	(1,675)
Increase in other non-current assets	(1,312)	(1,832)
(Increase) decrease in prepayments for equipment	(132,051)	8,660
Dividend received	9,822	233
Dividend from joint ventures received	<u>-</u>	<u>22,142</u>
Net cash used in investing activities	<u>(1,340,796)</u>	<u>(116,692)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Increase in short-term borrowings	90,000	130,000
Repayments of short-term borrowings	(90,000)	(130,000)
Proceeds from long-term borrowings	811,117	-
Repayments of long-term borrowings	(361,554)	-
Increase in refundable deposits	25	96
Repayments of the principal portion of lease liabilities	(26,707)	(25,394)
Dividends paid to owners of the Company	(231,890)	(155,822)
Issuance of ordinary shares for cash	612,000	-
Payments for transaction costs attributable to the issue of ordinary shares	<u>(1,955)</u>	<u>-</u>
Net cash generated from (used in) financing activities	<u>801,036</u>	<u>(181,120)</u>
EFFECTS OF EXCHANGE RATE CHANGES ON THE BALANCE OF CASH AND CASH EQUIVALENTS HELD IN FOREIGN CURRENCIES		
	<u>7,829</u>	<u>6,128</u>
NET INCREASE IN CASH AND CASH EQUIVALENTS	66,370	383,888
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	<u>1,083,827</u>	<u>699,939</u>
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	<u>\$ 1,150,197</u>	<u>\$ 1,083,827</u>

The accompanying notes are an integral part of the consolidated financial statements.

(Concluded)

INDEPENDENT AUDITORS' REPORT

The Board of Directors and Shareholders
B'in Live Co., Ltd.

Opinion

We have audited the accompanying financial statements of B'in Live Co., Ltd. (the "Company"), which comprise the balance sheets as of December 31, 2025 and 2024, and the statements of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the financial statements, including material accounting policy information (collectively referred to as the "financial statements").

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2025 and 2024, and its financial performance and its cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Financial Statement Audit and Attestation Engagements of Certified Public Accountants and the Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with The Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the year ended December 31, 2025. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

The key audit matter identified in the Company's financial statements for the year ended December 31, 2025 is stated as follows:

Revenue Recognition of Main Operating Revenue

Operating revenue is the main indicator for the investors and the management of the Company to evaluate its financial or business performance. The operating revenue is mainly resulted from providing production design and hardware engineering for shows or activities; according to the accounting policy, the revenue is recognized as the performance obligation when it is satisfied, i.e., the show or activity is completed. If the contract contains multiple shows or activities across the balance sheet date, the revenue is recognized in accordance with completed shows or activities. We considered the appropriateness and accuracy of recognition may significantly affect the financial statements. Therefore, we identified the revenue recognition of main operating revenue as a key audit matter.

Our main audit procedures to address the above key audit matter were as follows:

1. We obtained an understanding of and tested the design and implementation of internal controls over revenue recognition of main operating revenue.
2. We sampled from the completed performances or activities the contracts, calculation, and accounting records of the revenues, assessed the appropriateness and accuracy of revenue recognition are correct and properly approved.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance, including the audit committee, are responsible for overseeing the Company's financial reporting process.

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Standards on Auditing of the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with the Standards on Auditing of the Republic of China, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient and appropriate audit evidence regarding the financial information of entities or business activities within the Company to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements for the year ended December 31, 2025, and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audits resulting in this independent auditors' report are Yi-Ling Chen and Ya-Ling Wong.

Deloitte & Touche
Taipei, Taiwan
Republic of China

March 11, 2026

Notice to Readers

The accompanying financial statements are intended only to present the financial position, financial performance and cash flows in accordance with accounting principles and practices generally accepted in the Republic of China and not those of any other jurisdictions. The standards, procedures and practices to audit such financial statements are those generally applied in the Republic of China.

For the convenience of readers, the independent auditors' report and the accompanying financial statements have been translated into English from the original Chinese version prepared and used in the Republic of China. 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 independent auditors' report and financial statements shall prevail.

B'IN LIVE CO., LTD.

BALANCE SHEETS DECEMBER 31, 2025 AND 2024 (In Thousands of New Taiwan Dollars)

ASSETS	2025		2024	
	Amount	%	Amount	%
CURRENT ASSETS				
Cash and cash equivalents (Notes 4 and 6)	\$ 401,743	13	\$ 576,155	35
Financial assets at fair value through profit or loss - current (Notes 4, 7 and 26)	54,755	2	23,857	2
Notes and accounts receivable (Notes 4 and 8)	311,894	10	248,561	15
Receivables from related parties (Note 27)	233,024	7	22,652	1
Other receivables from related parties (Note 27)	286	-	3,036	-
Other current assets (Notes 9 and 27)	<u>41,025</u>	<u>1</u>	<u>56,281</u>	<u>3</u>
Total current assets	<u>1,042,727</u>	<u>33</u>	<u>930,542</u>	<u>56</u>
NON-CURRENT ASSETS				
Financial assets at fair value through other comprehensive income - non-current (Notes 4, 10 and 26)	16,948	-	11,779	1
Investments accounted for using the equity method (Notes 4 and 11)	561,601	18	377,522	23
Property, plant and equipment (Notes 4, 12, 24 and 28)	1,345,525	43	269,241	16
Right-of-use assets (Notes 4 and 13)	57,887	2	59,501	4
Other intangible assets (Notes 4 and 14)	6,008	-	1,909	-
Deferred tax assets (Notes 4 and 21)	5,354	-	5,945	-
Prepayments for equipment	116,124	4	4,845	-
Other non-current assets	<u>8,222</u>	<u>-</u>	<u>6,910</u>	<u>-</u>
Total non-current assets	<u>2,117,669</u>	<u>67</u>	<u>737,652</u>	<u>44</u>
TOTAL	<u>\$ 3,160,396</u>	<u>100</u>	<u>\$ 1,668,194</u>	<u>100</u>
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Financial liabilities at fair value through profit or loss - current (Note 7)	\$ 296	-	\$ -	-
Contract liabilities - current (Notes 19 and 27)	15,694	-	42,147	3
Notes and accounts payable	319,045	10	271,859	16
Payables to related parties (Note 27)	15,028	-	11,076	1
Other payables (Notes 16 and 24)	357,742	11	260,812	16
Other payables to related parties (Note 27)	-	-	30	-
Current tax liabilities (Notes 4 and 21)	33,918	1	2,812	-
Lease liabilities - current (Notes 4 and 13)	25,238	1	23,543	1
Long-term liabilities - current portion (Notes 15 and 28)	22,656	1	-	-
Other current liabilities (Note 4)	<u>16,240</u>	<u>1</u>	<u>15,013</u>	<u>1</u>
Total current liabilities	<u>805,857</u>	<u>25</u>	<u>627,292</u>	<u>38</u>
NON-CURRENT LIABILITIES				
Long-term borrowings (Notes 15 and 28)	426,907	14	-	-
Deferred tax liabilities (Notes 4 and 21)	12	-	245	-
Lease liabilities - non-current (Notes 4 and 13)	35,854	1	39,791	2
Other non-current liabilities	<u>96</u>	<u>-</u>	<u>96</u>	<u>-</u>
Total non-current liabilities	<u>462,869</u>	<u>15</u>	<u>40,132</u>	<u>2</u>
Total liabilities	<u>1,268,726</u>	<u>40</u>	<u>667,424</u>	<u>40</u>
EQUITY (Notes 4 and 18)				
Share capital	<u>579,724</u>	<u>19</u>	<u>489,724</u>	<u>29</u>
Capital surplus				
Issuance of ordinary shares	665,889	21	137,150	8
Employee restricted shares	5,131	-	11,202	1
Total capital surplus	<u>671,020</u>	<u>21</u>	<u>148,352</u>	<u>9</u>
Retained earnings				
Legal reserve	57,041	2	29,614	2
Special reserve	1,410	-	6,624	-
Unappropriated earnings	583,570	18	333,834	20
Total retained earnings	<u>642,021</u>	<u>20</u>	<u>370,072</u>	<u>22</u>
Other equity				
Exchange differences on the translation of the financial statements of foreign operations	2,439	-	(3,417)	-
Unrealized loss on financial assets at fair value through other comprehensive income	(1,923)	-	2,007	-
Unearned employee benefits	(1,611)	-	(5,968)	-
Total other equity	<u>(1,095)</u>	<u>-</u>	<u>(7,378)</u>	<u>-</u>
Total equity	<u>1,891,670</u>	<u>60</u>	<u>1,000,770</u>	<u>60</u>
TOTAL	<u>\$ 3,160,396</u>	<u>100</u>	<u>\$ 1,668,194</u>	<u>100</u>

The accompanying notes are an integral part of the financial statements.

B'IN LIVE CO., LTD.

STATEMENTS OF COMPREHENSIVE INCOME

FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024

(In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2025		2024	
	Amount	%	Amount	%
OPERATING REVENUE (Notes 4, 19 and 27)	\$ 2,769,574	100	\$ 1,823,624	100
OPERATING COSTS (Notes 20 and 27)	<u>(2,176,313)</u>	<u>(79)</u>	<u>(1,522,186)</u>	<u>(83)</u>
GROSS PROFIT	<u>593,261</u>	<u>21</u>	<u>301,438</u>	<u>17</u>
OPERATING EXPENSES (Notes 20 and 27)				
Selling expenses	(60,165)	(2)	(62,622)	(4)
General and administrative expenses	(129,999)	(5)	(112,678)	(6)
Research and development expenses	-	-	(3,278)	-
Expected credit gain	<u>48</u>	<u>-</u>	<u>124</u>	<u>-</u>
Total operating expenses	<u>(190,116)</u>	<u>(7)</u>	<u>(178,454)</u>	<u>(10)</u>
PROFIT FROM OPERATIONS	<u>403,145</u>	<u>14</u>	<u>122,984</u>	<u>7</u>
NON-OPERATING INCOME AND EXPENSES				
Share of profit of subsidiaries and associates (Note 4)	181,666	7	147,399	8
Interest income (Note 27)	3,512	-	2,252	-
Other income	8,814	-	7,044	-
Gain (loss) on disposal of property, plant and equipment (Note 4)	5,493	-	(1)	-
Gain on disposal of investments	-	-	23,990	1
Gain from lease modification	1,004	-	-	-
Interest expenses	(5,242)	-	(1,914)	-
Other expenses	(60)	-	(48)	-
Foreign exchange (loss) gain, net (Note 4)	(8,825)	-	6,461	-
Gain on financial assets at fair value through profit or loss, net (Note 4)	4,891	-	7,773	1
Impairment loss on property, plant and equipment (Notes 4 and 12)	<u>-</u>	<u>-</u>	<u>(5,746)</u>	<u>-</u>
Total non-operating income and expenses	<u>191,253</u>	<u>7</u>	<u>187,210</u>	<u>10</u>
PROFIT BEFORE INCOME TAX	594,398	21	310,194	17
INCOME TAX EXPENSE (Notes 4 and 21)	<u>(83,377)</u>	<u>(3)</u>	<u>(25,778)</u>	<u>(1)</u>
NET PROFIT FOR THE YEAR	<u>511,021</u>	<u>18</u>	<u>284,416</u>	<u>16</u>

(Continued)

B'IN LIVE CO., LTD.

STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2025		2024	
	Amount	%	Amount	%
OTHER COMPREHENSIVE INCOME				
Items that will not be reclassified subsequently to profit or loss:				
Unrealized loss on investments in equity instruments at fair value through other comprehensive income	\$ (4,072)	-	\$ (692)	-
Items that may be reclassified subsequently to profit or loss:				
Share of the other comprehensive income of associates and joint ventures accounted for using the equity method	737	-	-	-
Share of the other comprehensive income of subsidiaries and associates accounted for using the equity method	<u>5,119</u>	<u>-</u>	<u>5,906</u>	<u>-</u>
Other comprehensive income for the year, net of income tax	<u>1,784</u>	<u>-</u>	<u>5,214</u>	<u>-</u>
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	<u>\$ 512,805</u>	<u>18</u>	<u>\$ 289,630</u>	<u>16</u>
EARNINGS PER SHARE (Note 22)				
Basic	<u>\$ 9.13</u>		<u>\$ 5.84</u>	
Diluted	<u>\$ 9.09</u>		<u>\$ 5.81</u>	

The accompanying notes are an integral part of the financial statements.

(Concluded)

B'IN LIVE CO., LTD.

**STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024
(In Thousands of New Taiwan Dollars)**

	Share Capital		Capital Surplus		Retained Earnings				Exchange Differences on the Translation of the Financial Statements of Foreign Operations	Other Equity		Total Equity
	Number of Shares (In Thousands)	Amount	Issuance of Ordinary Shares	Employee Restricted Shares	Legal Reserve	Special Reserve	Unappropriated Earnings	Total Retained Earnings		Unrealized Gain (Loss) on Financial Assets at Fair Value Through Other Comprehensive Income	Unearned Employee Benefits	
BALANCE ON JANUARY 1, 2024	44,520	\$ 445,204	\$ 128,723	\$ 19,629	\$ -	\$ -	\$ 296,142	\$ 296,142	\$ (9,323)	\$ 2,699	\$ (17,375)	\$ 865,699
Appropriation of 2023 earning												
Legal reserve	-	-	-	-	29,614	-	(29,614)	-	-	-	-	-
Special reserve reversed	-	-	-	-	-	6,624	(6,624)	-	-	-	-	-
Cash dividends	-	-	-	-	-	-	(155,822)	(155,822)	-	-	-	(155,822)
Stock dividends	4,452	44,520	-	-	-	-	(44,520)	(44,520)	-	-	-	-
Changes in capital surplus from investments in associates and joint ventures accounted for by using equity method	-	-	-	-	-	-	(10,144)	(10,144)	-	-	-	(10,144)
Net profit for 2024	-	-	-	-	-	-	284,416	284,416	-	-	-	284,416
Other comprehensive income (loss) for 2024	-	-	-	-	-	-	-	-	5,906	(692)	-	5,214
Total comprehensive income (loss) for 2024	-	-	-	-	-	-	284,416	284,416	5,906	(692)	-	289,630
Share-based payment transaction - restricted shares for employees	-	-	-	-	-	-	-	-	-	-	11,407	11,407
Vested restricted shares for employees	-	-	8,427	(8,427)	-	-	-	-	-	-	-	-
BALANCE ON DECEMBER 31, 2024	48,972	489,724	137,150	11,202	29,614	6,624	333,834	370,072	(3,417)	2,007	(5,968)	1,000,770
Capital surplus used for offsetting deficit	-	-	-	-	-	-	-	-	-	-	-	-
Appropriation of 2024 earning												
Legal reserve	-	-	-	-	27,427	-	(27,427)	-	-	-	-	-
Reversal of special reserve	-	-	-	-	-	(5,214)	5,214	-	-	-	-	-
Cash dividends	-	-	-	-	-	-	(231,890)	(231,890)	-	-	-	(231,890)
Changes in capital surplus from investments in associates and joint ventures accounted for by using equity method	-	-	-	-	-	-	(7,040)	(7,040)	-	-	-	(7,040)
Disposal of investments in equity instruments designated as at fair value through other comprehensive income	-	-	-	-	-	-	(142)	(142)	-	142	-	-
Net profit for 2025	-	-	-	-	-	-	511,021	511,021	-	-	-	511,021
Other comprehensive income (loss) for 2025	-	-	-	-	-	-	-	-	5,856	(4,072)	-	1,784
Total comprehensive income (loss) for 2025	-	-	-	-	-	-	511,021	511,021	5,856	(4,072)	-	512,805
Issuance of ordinary shares for cash	9,000	90,000	522,000	-	-	-	-	-	-	-	-	612,000
Transaction costs attributable to the issue of new ordinary shares	-	-	(1,955)	-	-	-	-	-	-	-	-	(1,955)
Share-based payment transaction - cash capital increase reserved for employee subscription	-	-	2,623	-	-	-	-	-	-	-	-	2,623
Share-based payment transaction - restricted shares for employees	-	-	-	-	-	-	-	-	-	-	4,357	4,357
Vested restricted shares for employees	-	-	6,071	(6,071)	-	-	-	-	-	-	-	-
BALANCE AT DECEMBER 31, 2025	57,972	\$ 579,724	\$ 665,889	\$ 5,131	\$ 57,041	\$ 1,410	\$ 583,570	\$ 642,021	\$ 2,439	\$ (1,923)	\$ (1,611)	\$ 1,891,670

The accompanying notes are an integral part of the financial statements.

B'IN LIVE CO., LTD.

STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024 (In Thousands of New Taiwan Dollars)

	<u>2025</u>	<u>2024</u>
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit before income tax	\$ 594,398	\$ 310,194
Adjustments for		
Depreciation expense	147,740	128,121
Amortization expense	3,344	2,407
Expected credit loss reversed on accounts receivable	(48)	(124)
Gain on financial assets at fair value through profit or loss, net	(4,891)	(7,773)
Interest expenses	5,242	1,914
Interest income	(3,512)	(2,252)
Dividends income	(114)	(233)
Compensation cost of share-based payment	6,980	11,407
Share of profit of subsidiaries and associates	(181,666)	(147,399)
(Gain) loss on disposal of property, plant and equipment	(5,493)	1
Gain on disposal of investments	-	(23,990)
Impairment loss on property, plant and equipment	-	5,746
Unrealized loss on foreign currency exchange, net	1,476	55
Gain from lease modification	(1,004)	-
Changes in operating assets and liabilities		
Financial assets at fair value through profit or loss	(27,406)	(6,622)
Notes and accounts receivable	(63,287)	(1,206)
Receivables from related parties	(208,665)	11,801
Other receivables from related parties	(286)	369
Other current assets	15,256	(11,066)
Financial liabilities at fair value through profit or loss	1,923	-
Contract liabilities	(26,453)	18,835
Notes and accounts payable	47,233	16,462
Payables to related parties	3,952	2,233
Other payables	93,261	37,672
Other payables to related parties	(30)	30
Other current liabilities	<u>1,202</u>	<u>(168)</u>
Cash generated from operations	399,152	346,414
Interest received	3,548	2,040
Interest paid	(5,164)	(1,914)
Income tax paid	<u>(51,913)</u>	<u>(31,347)</u>
Net cash generated from operating activities	<u>345,623</u>	<u>315,193</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of financial assets at fair value through other comprehensive income	(10,000)	-
Proceeds from disposal of financial assets at fair value through other comprehensive income	759	-
Acquisition of investments accounted for using the equity method	(32,305)	(34,770)
		(Continued)

B'IN LIVE CO., LTD.

STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024 (In Thousands of New Taiwan Dollars)

	2025	2024
Proceeds from disposal of a subsidiary	\$ -	\$ 4,500
Capital reduction refund from investee accounted for under the equity method	19,000	-
Payments for property, plant and equipment	(1,196,340)	(127,776)
Proceeds from disposal of property, plant and equipment	7,460	-
Increase in other receivables from related parties	3,000	12,000
Payments for intangible assets	(7,462)	(1,675)
Increase in other non-current assets	(1,312)	(1,892)
(Increase) decrease in prepayments for equipment	(114,461)	8,660
Dividends received	<u>9,822</u>	<u>233</u>
Net cash used in investing activities	<u>(1,321,839)</u>	<u>(140,720)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Increase in short-term borrowings	90,000	130,000
Repayments of short-term borrowings	(90,000)	(130,000)
Proceeds from long-term borrowings	811,117	-
Repayments of long-term borrowings	(361,554)	-
Increase in refundable deposits	25	96
Repayment of the principal portion of lease liabilities	(25,939)	(25,394)
Cash dividends paid	(231,890)	(155,822)
Issuance of ordinary shares for cash	612,000	-
Payments for transaction costs attributable to the issue of ordinary shares	<u>(1,955)</u>	<u>-</u>
Net cash generated from (used in) financing activities	<u>801,804</u>	<u>(181,120)</u>
NET DECREASE IN CASH AND CASH EQUIVALENTS	(174,412)	(6,647)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	<u>576,155</u>	<u>582,802</u>
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	<u>\$ 401,743</u>	<u>\$ 576,155</u>

The accompanying notes are an integral part of the financial statements.

(Concluded)

B'IN LIVE CO., LTD.**2025 Earnings Distribution Statement**

Unit: NTD

Item	Amount
Net income after tax of 2025	511,020,788
Less : Changes in capital surplus from investments in associates and joint ventures accounted for by using equity method	(7,040,038)
Disposal of the financial assets at fair value through other comprehensive income	(141,213)
Current after-tax net profit plus other profit items included in undistributed earnings in the current year	503,839,537
Less : 10% legal reserve	(50,383,954)
Plus : Reversal of special reserve	1,410,330
Plus : Undistributed earnings from prior years	79,729,889
Accumulated distributable earnings at the end of 2025	534,595,802
Distributions : (Note)	
Cash dividends of common shares (NT\$5 per share)	(289,862,440)
Undistributed earnings at the end of the period	244,733,362

Note : Earnings in 2025 are distributed first.

Chairman : Yu-Yang Chou

General Manager: : Yu-Yang Chou

Chief Accountant : Han-Wei Hsu

B'IN LIVE CO., LTD.

Rules of Procedure for Shareholders Meeting

The Amended Article	The Current Article	Description
Article 3 : (Paragraph 1: Omitted) <u>Changes to how the Company convenes its shareholders meeting shall be resolved by the board of directors, and shall be made no later than mailing of the shareholders meeting notice.</u> 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, <u>shareholders meeting agenda and supplemental meeting materials</u> 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. 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. (Omitted)	Article3 : (Paragraph 1: Omitted) (Added) 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. <u>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.</u> 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. (Omitted)	To ensure that shareholders are informed of any change in the method of convening the shareholders' meeting, such change shall be resolved by the board of directors and shall be made no later than prior to the dispatch of the meeting notice. In line with the amendment to Paragraph 4 of Article 6 of the Regulations Governing the Content and Compliance Requirements for Shareholders' Meeting Agendas of Public Companies, the scope of application requiring the disclosure of the shareholders' meeting agenda handbook and related information at least 30 days prior to the annual shareholders' meeting has been expanded to include all TWSE-listed and TPEX-listed companies.
Article 6 : The Company shall specify in its shareholders meeting notices the time during which attendance registrations for shareholders, <u>solicitors, and proxy agents (hereinafter collectively referred to as "shareholders")</u> will be accepted, the place to register for	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.	Wording has been revised accordingly to reflect the abbreviation of "shareholders."

B'IN LIVE CO., LTD.

List of Candidates of Directors and Independent Directors

Title	Director	Director	Director
Candidate Name	Yi Yue Investment Limited Representative : Yu-Yang Chou	Xiang Zhi Limited Representative: Chieh-Ying Wu	Jui-Chuan Chang
Education	Bachelor of Electronic Engineering, Hwa Hsia University of Technology	Master of The Bryan School of Business and Economics, University of North Carolina at Greensboro	Master of Accounting, Department of Business Administration, Tunghai University
Experience	● Production Manager of Production Department of B'in Music International Limited ● International Limited Manager of Ursa Major Music Co., Ltd. Beijing Branch ● Producer of Eastern Public Relation Co., Ltd.	● Finance Manager of Rock Internet Corporation ● Financial Director of Content Creation Division of Rock Records Co., Ltd.	● Financial Manager of Shihlin Paper Corporation ● Accounting Manager of Terawins, Inc. ● Audit Manager of PricewaterhouseCoopers Taiwan
Current Position	● Chief Executive Officer of B'IN LIVE CO., Ltd ● Owner of Yi Yue Investment Limited ● Director (Legal Representative) of Empty Shells Pictures Co., Ltd. ● Owner of Bin Live Japan CO., LTD. ● Chairman of Showin Ltd.	● Deputy General Manager of Finance of B'IN Music International Limited ● Director (Legal Representative) of Xiang Zhi International Co., Ltd. ● Director (Legal Representative) of Fanta Integrated Marketing Co., Ltd. ● Director (Legal Representative) of Ibeams Co., Ltd. ● Owner and Director of Hsin Chi Limited ● Owner of B'in Music (HK) Co. Limited	● Chief Financial Officer of B'IN LIVE CO., Ltd. ● Owner of B'IN LIVE LIMITED ● Owner of B'in Live (SHANGHAI) Stage Production Ltd. ● Owner of B'in Live (SHANGHAI) Cultural Communication Ltd. ● Owner and Director (Legal Representative) of Live In Live Entertainment Ltd. ● Director of Enchanting Culture Entertainment Co. Limited ● Owner and Director (Legal Representative) of Victory Steel Structure Ltd. ● Supervisor of Empty Shells Pictures Co., Ltd. ● Supervisor of PhotoTaxis Co., Ltd. ● Supervisor of Bin333 Co., Ltd. ● Supervisor of Me Music International Limited
Number of shares held	1,761,519 shares	6,094,415 shares	170,481 shares

B'IN LIVE CO., LTD.

List of Candidates of Directors and Independent Directors (Continued)

Title	Director	Director	Independent Director
Candidate Name	Ming-Wen Tan	Yu-Hsuan Wu	Yung-Lung Chen
Education	China University of Technology	Bachelor of Law, Soochow University	Bachelor of Accounting, Fu Jen Catholic University
Experience	● Project Manager Assistant of New Processing Broadcast Production Co., Ltd. ● Show Crew of Super Dome Production Co., Ltd. ● Show Crew of Eastern Dome Management Co., Ltd.	● Show Crew of Production Department of B'in Music International Limited	● Associate Director of Audit Department of PricewaterhouseCoopers Taiwan ● Vice President of Pre-listing Tutoring Department of Fulagai Consulting and Trading Ltd.
Current Position	● Technical Production Director of B'IN LIVE CO., Ltd.	● Chief Administrative Officer of B'IN LIVE CO., Ltd.	● Chief Executive Officer of Keysheen Vietnam Ltd. ● Supervisor of Keysheen Co., Ltd. ● Owner and Director of Qixin Liben Management Consultants Co., Ltd. ● Independent Director of Tong Ming Enterprise Co Ltd. ● Independent Director of Sunjuice Holdings Co., Limited
Number of shares held	196,872 shares	120,315 shares	0 share

Rationale for the Nomination of an Independent Director Who Has Served Three Consecutive Terms:

Yung-Lung Chen possesses extensive experience in finance, accounting, investment, and risk management, and is able to provide valuable advice to the Company. Although he has already served three consecutive terms as an independent director, the Company continues to rely on his expertise. In addition to fulfilling his duties as an independent director, he can further contribute his professional strengths, enhance the Board's oversight, and offer professional opinions. Therefore, he is proposed for re-nomination as an independent director of the Company in this election.

B'IN LIVE CO., LTD.

List of Candidates of Directors and Independent Directors (Continued)

Title	Independent Director	Independent Director	Independent Director
Candidate Name	Yu-Hsun Liu	Wei-Chun Lu	Kuo-Lung Ting
Education	Master of Business and Management, National Chiao Tung University	Master of Business Administration, National Taiwan University	Master of Mechanical Engineering, Tatung University
Experience	● Owner of Choco Media Co., Limited and Chief Executive Officer of LINE TV ● The 1st director and 2nd executive director of New Media Entertainment Association ● The 1st and 2nd Director of DMA Taiwan Digital Media and Marketing Association - President of the PARAMOUNT CEO CLUB	● Senior Manager of Hon Hai Precision Industry Co., LTD. Semiconductor Business Group Planning and Investment Office ● Director of Fujie Industrial Investment Fund Partnership ● Manager of CTBC Venture Capital Co., Ltd. ● Associate Researcher of National Development Fund , Executive Yuan	● Patent Examination Assistant, Intellectual Property Office, Ministry of Economic Affairs ● Deputy Director, Wenping & Co. International Patent & Trademark Office
Current Position	● Chief Executive Officer and Director (Legal Representative) of WeMo Corp. ● Owner and Director of Mu Wei Er Limited ● Owner and Director (Legal Representative) of Oh!cool Co., Ltd. ● Director (Legal Representative) of Choco Media Co., Limited. ● Owner and Director of Swift Table Holdings Limited ● Director (Legal Representative) of Duanduan Original Co., Ltd. ● Director (Legal Representative) of Wei Xiang Corp. ● Industry Professional of Appworks Ventures Co., Ltd. ● Chief Executive Officer of Xiang Ju International Co., Ltd. ● Chief Executive Officer of Xiang Ju International Co., Ltd ● Chief Executive Officer of Ibeams Co., Ltd. ● Chairperson, Taiwan Digital Platform Economy Association ● Director of Taiwan Digital Economy Association - Director of Taiwan Digital Diplomacy Association	● Owner and Director of Sage Partners Limited ● Owner and Director (Legal Representative) of Sofa Studio, Ltd. ● Owner and Director of Cheng Qi Capital Co., LTD ● Supervisor of of Chuang Li Construction Co., Ltd.	● Partner of WHP Patent & Trademark Office
Number of shares held	0 share	0 share	0 share

B'IN LIVE CO., LTD.
Summary Table of Concurrent Positions Held by Director
Candidates (Including Corporate and their Representatives)

Title	Name	Concurrent duties in other companies	Current Position
Director	Yi Yue Investment Limited Representative : Yu-Yang Chou	Empty Shells Pictures Co., Ltd.	Director (Legal Representative)
		Showin Ltd.	Chairman
Director	Xiang Zhi Limited Representative : Chieh-Ying Wu	B'IN Music International Limited	Deputy General Manager of Finance
		Xiang Zhi International Co., Ltd.	Director (Legal Representative)
		Fanta Integrated Marketing Co., Ltd.	Director (Legal Representative)
		Ibeams Co., Ltd.	Director (Legal Representative)
		B'in Music (HK) Co. Limited	Owner
Director	Jui-Chuan Chang	Enchanting Culture Entertainment Co. Limited	Director
		Victory Steel Structure Ltd.	Owner and Director (Legal Representative)
Independent Director	Yung-Lung Chen	Tong Ming Enterprise Co Ltd.	Independent Director
		Sunjuice Holdings Co., Limited	Independent Director
Independent Director	Yu-Hsun Liu	Xiang Ju International Co., Ltd.	Chief Executive Officer
		Ibeams Co., Ltd.	Chief Executive Officer
Independent Director	Wei-Chun Lu	Sofa Studio, Ltd.	Owner and Director (Legal Representative)

B'IN LIVE CO., Ltd.

Rules of Procedure for Shareholders Meeting (Before Amendment)

- 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.

Rules for Election of Directors

- Article 1 To ensure a just, fair, and open election of directors, these Rules is adopted pursuant to relevant regulations.
- Article 2 Except as otherwise provided by law and regulation or by the Company's articles of incorporation, elections of directors shall be conducted in accordance with these Rules.
- Article 3 The overall composition of the board of directors shall be taken into consideration in the selection of the Company's directors. The composition of the board of directors shall be determined by taking diversity into consideration and formulating an appropriate policy on diversity based on the company's business operations, operating dynamics, and development needs. It is advisable that the policy include, without being limited to, the following two general standards:
1. Basic requirements and values: Gender, age, nationality, and culture.
 2. Professional knowledge and skills: A professional background (e.g., law, accounting, industry, finance, marketing, technology), professional skills, and industry experience.
- Each board member shall have the necessary knowledge, skill, and experience to perform their duties; the abilities that must be present in the board as a whole are as follows:
1. The ability to make judgments about operations.
 2. Accounting and financial analysis ability.
 3. Business management ability.
 4. Crisis management ability.
 5. Knowledge of the industry.
 6. An international market perspective.
 7. Leadership ability.
 8. Decision-making ability.
- More than half of the directors shall be persons who have neither a spousal relationship nor a relationship within the second degree of kinship with any other director.
- The board of directors of the Company shall consider adjusting its composition based on the results of performance evaluation.
- Article 4 The qualifications for the independent directors of the Company shall comply with Articles 2, 3, and 4 of the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies.
- The election of independent directors of the Company shall comply with Articles 5, 6, 7, 8, and 9 of the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies, and shall be conducted in accordance with Article 24 of the Corporate Governance Best-Practice Principles for TWSE/TPEX Listed Companies.

- Article 5 Elections of directors at the Company shall be conducted in accordance with the candidate nomination system and procedures set out in Article 192-1 of the Company Act.
- When the number of directors falls below five due to the dismissal of a director for any reason, the Company shall hold a by-election to fill the vacancy at its next shareholders meeting. When the number of directors falls short by one third of the total number prescribed in the Company's articles of incorporation, the Company shall call a special shareholders meeting within 60 days from the date of occurrence to hold a by-election to fill the vacancies.
- When the number of independent directors falls below that required under the proviso of Article 14-2, paragraph 1 of the Securities and Exchange Act, a by-election shall be held at the next shareholders meeting to fill the vacancy. When the independent directors are dismissed en masse, a special shareholders meeting shall be called within 60 days from the date of occurrence to hold a by-election to fill the vacancies.
- Article 6 The cumulative voting method shall be used for election of the directors at the Company. Each share will have voting rights in number equal to the directors to be elected, and may be cast for a single candidate or split among multiple candidates.
- Article 7 The board of directors shall prepare separate ballots for directors in numbers corresponding to the directors or supervisors to be elected. The number of voting rights associated with each ballot shall be specified on the ballots, which shall then be distributed to the attending shareholders at the shareholders meeting. Attendance card numbers printed on the ballots may be used instead of recording the names of voting shareholders.
- Article 8 The number of directors will be as specified in the Company's articles of incorporation, with voting rights separately calculated for independent and non-independent director positions. Those receiving ballots representing the highest numbers of voting rights will be elected sequentially according to their respective numbers of votes. When two or more persons receive the same number of votes, thus exceeding the specified number of positions, they shall draw lots to determine the winner, with the chair drawing lots on behalf of any person not in attendance.
- Article 9 Before the election begins, the chair shall appoint a number of persons with shareholder status to perform the respective duties of vote monitoring and counting personnel. The ballot boxes shall be prepared by the board of directors and publicly checked by the vote monitoring personnel before voting commences.
- Article 10 A ballot is invalid under any of the following circumstances:
1. The ballot was not prepared by a person with the right to convene.
 2. A blank ballot is placed in the ballot box.
 3. The writing is unclear and indecipherable or has been altered.
 4. The candidate whose name is entered in the ballot does not conform to the director candidate list.
 5. Other words or marks are entered in addition to the number of voting rights allotted.
- Article 11 The voting rights shall be calculated on site immediately after the end of the poll, and the results of the calculation, including the list of persons elected as directors and

the numbers of votes with which they were elected, shall be announced by the chair on the site.

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 12 These Rules, and any amendments hereto, shall be implemented after approval by a shareholders meeting.

Enacted on June 12, 2015

First amendment on June 21, 2017

The 2nd 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 the Directors representing the Company, and duly certified by the competent authority.

The Company's shares issued can be exempted from printing any share certificate, provided that the share certificates to be issued should 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. At least 60% of the aforementioned employee remuneration amount shall be allocated as remuneration distributed to grassroots employees. 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

The 11th amendment on June 19, 2025

B'IN LIVE CO., Ltd.

Shareholdings of All Directors

- I. The Company's paid-in capital is NT\$579,724,880, and the number of issued shares is 57,972,488 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 4,637,799 shares.
- III. Up to the book closure date of April 18, 2026 of the present general shareholders' meeting, the actual number of shares held by all directors of the Company is 7,035,554 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%	117,249	0.20%
Director	Xiang Zhi Limited Representative: Chieh-Ying Wu	2023/6/14	5,431,287	12.25%	6,094,415	10.51%
Director	Sheng-Hua Wen	2023/6/14	367,985	0.83%	456,537	0.79%
Director	Ming-Wen Tan	2023/6/14	167,015	0.38%	196,872	0.34%
Director	Jui-Chuan Chang	2023/6/14	96,214	0.22%	170,481	0.29%
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					7,035,554	12.13%

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